

11-04-1998



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

06/28/98  
MRO

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Change of Name
- Other

Effective Date  
Month Day Year  
04/02/98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name CSC Continuum, Inc.

04/02/98

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization Delaware Corporation

Receiving Party

Mark if additional names of receiving parties attached

Name Computer Sciences Corporation

DBA/AKA/TA

Composed of

Address (line 1) 9500 Arboretum Blvd.

Address (line 2)

Address (line 3)

Austin

City

Texas, USA

State/Country

78759

Zip Code

- Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization Nevada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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FOR OFFICE USE ONLY

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40.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1807 FRAME: 0164

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,800,508"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved. #

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

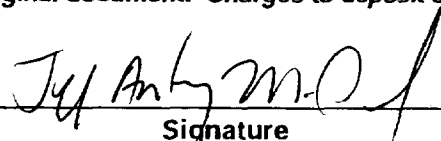
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Jeff Anthony McDaniel  
Name of Person Signing

  
Signature

10/19/98  
Date Signed

IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

APR 02 1990  
No. C489-59  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER  
MERCING  
CSC CONTINUUM INC.  
INTO  
COMPUTER SCIENCES CORPORATION**

The undersigned, Computer Sciences Corporation (the "Surviving Corporation"), a corporation existing pursuant to the General Corporations Law of the State of Nevada (the "General Corporations Law"), in compliance with the requirements of the General Corporations Law, and desiring to effect a merger of CSC Continuum Inc., a Delaware corporation and a wholly-owned subsidiary of the Surviving Corporation (the "Merging Corporation"), and acting by its Vice President and Assistant Secretary, hereby sets forth the following facts:

**ARTICLE I  
SURVIVING CORPORATION**

- A. The name of the corporation surviving the merger is Computer Sciences Corporation.
- B. The Surviving Corporation is a Nevada corporation organized pursuant to the provisions of the General Corporations Law.

**ARTICLE II  
OWNERSHIP OF MERGING CORPORATION**

All of the issued and outstanding capital stock of the Merging Corporation is owned by Computer Sciences Corporation.

The Agreement and Plan of Merger of the Merging Corporation into the Surviving Corporation (the "Agreement") is set forth in Exhibit A, attached hereto and made a part hereof.

**ARTICLE IV  
EFFECTIVE DATE**

The "Effective Date of the Merger" with respect to the merger hereby effectuated shall be as of 2nd day of April, 1998.

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**ARTICLE V**

**MANNER OF ADOPTION AND VOTE**


A. A resolution was adopted by the Board of Directors of the Surviving Corporation by written consent, executed as of the 30th day of March, 1998, which is attached hereto as Exhibit B, approving the Agreement and authorizing the execution thereof by officers of the Surviving Corporation, for and on its behalf.


B. Pursuant to Section 92A.180 of the General Corporation Law and Section 253 of the General Corporation Law of the State of Delaware, no approval by a vote of the shareholders of the Merging Corporation or the Surviving Corporation, and no mailing to any such shareholders of a copy of the Agreement was required.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be duly executed on its behalf on this 30th day of March, 1998.

Attest:

COMPUTER SCIENCES CORPORATION

  
\_\_\_\_\_  
Stephen E. Johnson  
Assistant Secretary

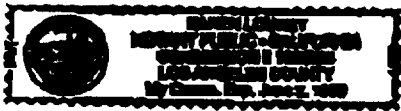
By   
\_\_\_\_\_  
Hayward D. Fisk  
Vice President

LOOSE CERTIFICATE ATTACHED

State of California

County of Los Angeles

On March 30, 1998, before me, Karen Lourey, a Notary Public, personally appeared Hayward D. Fisk, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.



WITNESS my hand and official seal

*Karen Lourey*  
\_\_\_\_\_  
Notary Public

**AGREEMENT AND PLAN OF MERGER  
OF  
CSC CONTINUUM INC.  
INTO  
COMPUTER SCIENCES CORPORATION**

**Dated: March 30, 1998**

**D8032706**

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is executed as of March 30, 1998 by and between CSC Continuum Inc. (the "Merging Corporation"), and Computer Sciences Corporation (the "Surviving Corporation"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

### ARTICLE 1

#### RECITALS

Section 1.1 Organization of the Parties. The Merging Corporation is a corporation duly organized and existing under the laws of Delaware. The Surviving Corporation is a corporation duly organized and existing under the laws of Nevada.

Section 1.2 Merging Corporation's Capital Stock. The Merging Corporation has authorized capital stock consisting of 1,000 shares of common stock, \$0.10 par value, of which 1,000 shares are now duly issued and outstanding. All issued and outstanding shares of capital stock of the Merging Corporation are owned by the Surviving Corporation.

Section 1.3 Surviving Corporation's Capital Stock. The Surviving Corporation has authorized capital stock consisting of 275,000,000 shares of common stock, \$1.00 par value, of which approximately 157,000,000 shares are now duly issued and outstanding.

Section 1.4 Desire to Merge. The Merging Corporation and the Surviving Corporation desire to effect a statutory subsidiary-parent merger of the Merging Corporation into the Surviving Corporation in the manner herein set forth, and the Board of Directors of the signatories hereto have duly adopted resolutions, by written consent, approving this Agreement and Plan of Merger (the "Agreement").

In consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Merging Corporation shall be merged into the Surviving Corporation in accordance with the applicable provisions of the General Corporations Law of the State of Nevada, as amended (the "General Corporations Law"), and upon the following terms and conditions.

### ARTICLE 2

#### PARTIES TO PROPOSED MERGER

Section 2.1 The Merging Corporation. The name of the corporation proposing to merge into the Surviving Corporation is CSC Continuum Inc.

**Section 2.2 The Surviving Corporation.** The name of the corporation into which the Merging Corporation proposes to merge is Computer Sciences Corporation.

### ARTICLE 3

#### TERMS AND CONDITIONS OF PROPOSED MERGER AND MODE OF CARRYING IT INTO EFFECT

**Section 3.1 General.** Upon the Effective Date of the Merger (as hereinafter defined): (a) the Merging Corporation shall merge into the Surviving Corporation, which shall survive the merger and continue to be a Nevada corporation; (b) the shares of common stock of the Surviving Corporation outstanding upon the Effective Date of the Merger shall be and remain outstanding shares of the common stock of the Surviving Corporation in accordance with their terms; (c) the separate existence of the Merging Corporation shall cease, as provided by the General Corporations Law; and (d) the name of the Surviving Corporation shall continue to be Computer Sciences Corporation.

**Section 3.2 Effective Date of the Merger.** The "Effective Date of the Merger" with respect to the merger contemplated by this Agreement shall be as of April 2, 1998.

**Section 3.3 Private Property of Shareholders.** The private property of the shareholders of the Merging Corporation and of the Surviving Corporation shall not be subject to the payment of the corporate debts of either corporation to any extent whatsoever.

### ARTICLE 4

#### MANNER AND BASIS OF TREATMENT OF SHARES OF CAPITAL STOCK OF THE MERGING CORPORATION

Upon the Effective Date of the Merger, all issued and outstanding shares of capital stock of the Merging Corporation shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares shall be void and of no effect.

### ARTICLE 5

#### ARTICLES OF INCORPORATION AND BY-LAWS OF THE SURVIVING CORPORATION

The Articles of Incorporation and the By-laws of the Surviving Corporation will remain unchanged upon the Effective Date of the Merger.



**ARTICLE 6****DIRECTORS AND OFFICERS**

The directors and officers of the Surviving Corporation will remain unchanged upon the Effective Date of the Merger.

**ARTICLE 7****CORPORATE APPROVALS AND TERMINATION**

**Section 7.1 Corporate Approvals.** Pursuant to Section 92A.180 of the General Corporations Law and Section 253 of the General Corporation Law of the State of Delaware, this Agreement and related matters shall not be submitted to the shareholders of the Surviving Corporation or the Merging Corporation to vote or consent with respect thereto.

**Section 7.2 Termination.** At any time prior to the Effective Date of the Merger, this Agreement may be terminated and abandoned by the Merging Corporation by appropriate resolution of its Board of Directors. In the event of such termination or abandonment, this Agreement shall become void and neither the Merging Corporation nor the Surviving Corporation or their respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

**ARTICLE 8****MISCELLANEOUS**

**Section 8.1 Service of Process in Delaware.** Pursuant to Section 252(d) of the General Corporations Law of the State of Delaware, the Surviving Corporation hereby agrees that it may be served with process in Delaware for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Corporation arising from the merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware shall be:

The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 19801

**Section 8.2 Further Assurances.** If at any time the Surviving Corporation shall consider or be advised that any further assignment, assurance or other action

is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of this Agreement, the proper officers and directors of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions. The proper officers and directors of the Surviving Corporation are hereby authorized in the name of the Merging Corporation, or otherwise, to take any and all such action.

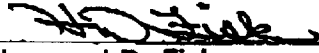
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EXECUTED as of the date first above written.

CSC CONTINUUM INC.

By:   
Hayward D. Fisk  
Vice President

ATTEST:

By:   
Stephen E. Johnson  
Assistant Secretary

COMPUTER SCIENCES CORPORATION

By:   
Leon J. Level  
Vice President

ATTEST:

By:   
Stephen E. Johnson  
Assistant Secretary

The Surviving Corporation, by the following resolutions of its Board of Directors, duly adopted as of the 30th day of March, 1998, determined to merge the Merging Corporation into itself:

**RESOLVED**, that the Corporation merge into itself its wholly owned subsidiary, CSC Continuum Inc., a Delaware corporation, and assume all of said subsidiary's liabilities and obligations;

**RESOLVED FURTHER**, that the Corporation hereby adopts and approves the Articles of Merger and the Agreement and Plan of Merger, attached hereto as Annex A, contemplating the merger of CSC Continuum Inc. into the Corporation;

**RESOLVED FURTHER**, that the officers of the Corporation, and each of them acting alone, are hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to make, execute, acknowledge and file, pursuant to Section 92A.180 of the General Corporation Law of the State of Nevada, the Articles of Merger and the Agreement and Plan of Merger;

**RESOLVED FURTHER**, that the officers of the Corporation, and each of them acting alone, are hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to take all such other actions and execute, deliver, certify, acknowledge and file all such other documents and instruments as are necessary or desirable in order to effectuate the merger of CSC Continuum Inc. with and into the Corporation, the taking of such other actions or execution of such other documents or instruments to be conclusive evidence of the necessity or desirability thereof;

**RESOLVED FURTHER**, that the Corporation, pursuant to Section 252(d) of the General Corporation Law of the State of Delaware, hereby agrees that it may be served with process in Delaware for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporations Law of the State of Delaware, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and directs any officer of the Corporation to specify the address to which a copy of such process shall be mailed by the Secretary of State of Delaware; and

**RESOLVED FURTHER**, that any and all actions taken by any officer of the Corporation prior to the date hereof in furtherance of the purposes or intent of the foregoing resolutions be, and they hereby are, ratified and adopted as the acts and deeds of the Corporation.

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**STATE OF NEVADA  
Secretary of State**

I hereby certify that this is a true and complete copy of the document as filed in this office.

APR 02 '98

*Dean Heller*  
**DEAN HELLER  
Secretary of State**

By *A. Farmer*