



Tab settings

To the Honorable Commissioner of I

100949449

attached original documents or copy thereof.

1. Name of conveying party(ies):

Tower Concepts, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 8, 1998

2. Name and address of receiving party(ies)

Name: Visible Systems Software Centers, Inc.

Internal Address: _____

Street Address: 300 Bear Hill Road

City: Waltham State: MA ZIP: 02154

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/432,454

B. Trademark Registration No.(s)

1,884,758 1,999,795
1,999,796 2,027,684

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Richard J. Birch

Internal Address: _____

Street Address: 8 River Glen Road

City: Wellesley State: MA ZIP: 02481

6. Total number of applications and registrations involved: _____

5

7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Richard J. Birch

Name of Person Signing

[Signature]
Signature

1/14/99

Date

Total number of pages including cover sheet, attachments, and document: _____

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TOWER CONCEPTS, INC.", A NEW YORK CORPORATION,
WITH AND INTO "VISIBLE SYSTEMS SOFTWARE CENTERS, INC." UNDER THE NAME OF "VISIBLE SYSTEMS SOFTWARE CENTERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF DECEMBER, A.D. 1998, AT 6 O'CLOCK P.M.



2271813 8100M

981498259

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9495668

DATE: 12-30-98

TRADEMARK
REEL: 1843 FRAME: 0099

CERTIFICATE OF MERGER
of
TOWER CONCEPTS, INC.,
a New York corporation,
with and into
VISIBLE SYSTEMS SOFTWARE CENTERS, INC.,
a Delaware corporation

1. **Constituent Corporations.** The constituent corporations are Tower Concepts, Inc., a corporation organized and existing under the laws of the State of New York (the "Merged Corporation") and Visible Systems Software Centers, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Surviving Corporation") (the Merged Corporation and the Surviving Corporation are collectively the "Constituent Corporations").
2. **Approval of the Plan and Agreement of Merger.** A Plan and Agreement of Merger (the "Agreement of Merger"), dated December 8, 1998, has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation in accordance with Section 252 of the Delaware General Corporation Law and by the Merged Corporation in accordance with Section 907 of New York Business Corporation Law.
3. **Name of the Surviving Corporation.** The name of the Surviving Corporation is "Visible Systems Software Centers, Inc."
4. **Certificate of Incorporation of the Surviving Corporation.** The Certificate of Incorporation of the Surviving Corporation shall be that of Visible Systems Software Centers, Inc.
5. **Executed Agreement of Merger.** An executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation at the following address: Visible Systems Corporation, 300 Bear Hill Road, Waltham, Massachusetts 02154.
6. **Copies of the Agreement of Merger.** The Surviving Corporation will furnish a copy of the Agreement of Merger to any of its stockholders, or to any person who was a stockholder of any Constituent Corporation, upon written request and without charge.
7. **Authorized Stock and Par Value of Merged Corporation.** The authorized capital stock of the Merged Corporation consists of 1,500 shares of Common Stock, \$.01 par value per share.
8. **Issued Stock of Merged Corporation Exchanged for Issued Stock and Options of Parent of Surviving Corporation.** The exchange of stock from the Merged Corporation to stock of Visible Systems Corporation, the parent of the Surviving Corporation, shall be made on a one (1) to five thousand two hundred ninety-four and one hundred eighteen one thousandths (5,294.118) basis.

EXECUTED as of this 8 day of December, 1998.

TOWER CONCEPTS, INC.
a New York Corporation

By: *John E. Ivory*
John E. Ivory
pres

ATTEST:

Mark T. Dwyer

VISIBLE SYSTEMS SOFTWARE CENTERS, INC.
a Delaware Corporation

By: *Glen Hughlette*
Glen Hughlette, President

ATTEST:

Captel Grossini

BO:12592.1