

02-05-1999



To the Honorable Commissioner of Patents and Trademarks. Pl

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ts or copy thereof.

1. Name of conveying party(ies):  
QANTEL BUSINESS SYSTEMS, INC.

*MRO  
8-31-98*

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State of California  
 Other \_\_\_\_\_

2. Name and address of receiving party(ies):  
Name: MDS Capital Corporation  
Internal Address: 50 East Swedesford Road  
Street Address: 50 East Swedesford Road  
City Frazer State PA ZIP 19355

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

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

3. Nature of Conveyance:  
*8*

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: June 6, 1991

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes       No  
(Designation must be a separate document from Assignment)

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

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
*TM*  
Additional numbers attached?  Yes       No

B. Trademark registration No.(s)  
1,092,170

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Maria S. Cefalu, Esq.  
Internal Address: Limbach & Limbach L.L.P.  
Street Address: 2001 Ferry Building  
City, State, ZIP: San Francisco, California 94111  
Telephone: (415) 433-4150  
Facsimile: (415) 433-8716  
Attorney Docket No. QAN-100

6. Total number of applications and registrations involved: ONE

7. Total fee (37 CFR 3.41):.....\$  
 Enclosed  
 Charge any deficiencies in the enclosed fee to Deposit Account No. 12-1420  
 Authorized to be charged to deposit account

8. Deposit account number: 12-1420  
(Attach duplicate copy of this page if paying by deposit account)

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*USE*

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.

Maria S. Cefalu  
Name of Person Signing

Maria S. Cefalu      2/1/99  
Signature      Date

Total number of pages including cover sheet, attachments and document: 6

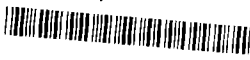
OMB No. 0651-0011 (exp 4/94)

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08-31-1998

To the h U.S. Patent & TMO/c/TM Mail Rcpt Dt. #10 and Tr

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ginal documents or copy thereof.

1. Name of conveying party(ies):  
QANTEL BUSINESS SYSTYEMS, INC.

- Individual(s)
- General Partnership
- Corporation-State California
- 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: June 6, 1991

2. Name and address of receiving party(ies):

Name: MDS CAPITAL CORPORATION

Internal Address:

Street Address:

City State ZIP

- 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  
(Designation must be a separate document from Assignment)

Additional Name(s) & address(es) attached?  
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4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)

B. Trademark registration No.(s)  
1,092,170

Additional numbers attached?  Yes  No

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

Name: Maria S. Cefalu, Esq.

Internal Address: Limbach & Limbach L.L.P.  
Street Address: 2001 Ferry Building  
City, State, ZIP: San Francisco, California 94111  
Telephone: (415) 433-4150  
Facsimile: (415) 433-8716

Attorney Docket No. QAN-100

6. Total number of applications and registrations involved: ONE

7. Total fee (37 CFR 3.41):.....\$ 40.00

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Maria S. Cefalu  
Name of Person Signing

*Maria S. Cefalu* 8/31/98  
Signature Date

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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 OWNERSHIP, WHICH MERGES:

"QANTEL BUSINESS SYSTEMS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "MDS CAPITAL CORPORATION" UNDER THE NAME OF "MDS CAPITAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JUNE, A.D. 1991, AT 9 O'CLOCK A.M.



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

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Edward J. Freel, Secretary of State

AUTHENTICATION: 8788808

DATE: 12-04-97

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

QANTEL BUSINESS SYSTEMS, INC.

INTO

MDS CAPITAL CORPORATION

(PURSUANT TO SECTION 253 OF THE  
GENERAL CORPORATION LAW OF DELAWARE)

MDS Capital Corporation, a company incorporated on the 20th day of March 1969, pursuant to the provisions of the General Corporation Law of the State of Delaware ("MDS Capital") does hereby certify that MDS Capital owns all the capital stock of Qantel Business Systems, Inc. ("Qantel Business"), a corporation incorporated under the laws of the State of California on the 29th day of May, 1980, and that MDS Capital, by resolutions of its Board of Directors duly adopted at a meeting held on the 23rd day of May, 1991, determined to merge into itself said Qantel Business which resolutions are in the following words to wit:

WHEREAS, MDS Capital, a company duly organized and existing under and by virtue of the laws of the State of Delaware, owns all of the outstanding shares of Qantel Business Systems, Inc., a California corporation ("Qantel Business"), and

WHEREAS, the laws of the State of California permit a merger such as herein contemplated, and

WHEREAS, MDS Capital, deems it expedient to acquire and be possessed of all the estate, property, rights, privileges and franchises of Qantel Business, and

WHEREAS, the Board believes that it would be in the best interests of MDS Capital to merge Qantel Business with and into MDS Capital.

NOW THEREFORE BE IT RESOLVED, that MDS Capital merge into itself its wholly owned subsidiary, Qantel Business, and assume all of said subsidiary's liabilities and obligations and possess itself of all the estate, property, rights, privileges and franchises of same subsidiary corporation; and it is further

RESOLVED, that upon completion of the merger:

(a) each outstanding share of common stock of Qantel Business, all of which are owned by MDS Capital, shall cease to be outstanding, without any payment being made in respect thereof; and

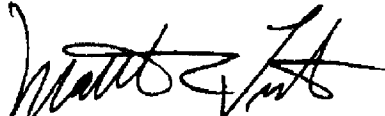
(b) the separate existence of Qantel Business shall cease and said corporation shall be merged into MDS Capital and MDS Capital shall possess all the rights, privileges, powers, and franchises of a public and private nature and shall be subject to all the duties of Qantel Business, and all the rights, privileges, powers, and franchises of Qantel Business, and all property, real, personal, and mixed, and all debts due to Qantel Business on whatever account shall be vested in MDS Capital; and all property, rights, privileges, powers, contracts, and franchises and every other interest shall be thereafter as effectually the property of MDS Capital as they were of Qantel Business; but all rights of creditors and all liens upon any property of Qantel Business shall be preserved unimpaired and all debts, liabilities and duties of Qantel Business shall thenceforth attach to MDS Capital and be enforceable against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it; and it is further

RESOLVED, that the President and the Secretary of MDS Capital be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Qantel Business into MDS Capital and to assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County and/or in any other state or county office that the President or Secretary of MDS Capital deem appropriate and/or necessary; and it is further


RESOLVED, that the officers of MDS Capital be and each of them hereby is, individually and collectively, authorized, empowered and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in anyway necessary and/or proper to effect said merger.

IN WITNESS WHEREOF, MDS Capital has caused this certificate to be signed by its President and attested by its Secretary, the 6th day of June, 1991.

MDS CAPITAL CORPORATION

BY:   
Matthew E. Tutino, President

ATTEST:

  
Michael D. Brown, Secretary

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