

03-12-1999



100980304

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

Submission Type

- New **3-8-99**
- 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  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

03/11/1999 DNGUYEN 00000062 110980 2166251

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 100.00 CH

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: 1866 FRAME: 0687

**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" value="75073696"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75343722"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2166251"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2126161"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="2168051"/>	<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.

Curtis L. Doster

03031999

Name of Person Signing

Signature

Date Signed

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 "RMS ELECTRONIC COMMERCE SYSTEMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

RECEIVED

FEB 18 1999

MI DEPT. OF CONSUMER & INDUSTRY SERVICES  
Corporation, Securities & Land Development Bureau



*Edward J. Freel*

Edward J. Freel, Secretary of State

2979550 8300

991061513

AUTHENTICATION: 9580046

DATE: 02-17-99

2 8 9956982984 ON 51:91 15:15 16:15 ST 16:15 NO.4862969583 P 2

FEB 18 1999 14:22

FROM CORPORATION TRUST 502-655-5049

517 882 2812 PAGE.04

TRADEMARK

REEL: 1866 FRAME: 0689

State of Delaware

PAGE 1

Office of the Secretary of State

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:

"RMS ELECTRONIC COMMERCE SYSTEMS, INC.", A MICHIGAN CORPORATION,

WITH AND INTO "ECS ACQUISITION CORP." UNDER THE NAME OF "RMS ELECTRONIC COMMERCE SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF FEBRUARY, A.D. 1999, AT 10:15 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2979550 8100M

991060834

AUTHENTICATION: 9579302

DATE: 02-17-99

**CERTIFICATE OF MERGER  
OF RMS ELECTRONIC COMMERCE SYSTEMS, INC.  
WITH AND INTO ECS ACQUISITION CORP.  
(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW OF THE  
STATE OF DELAWARE)**

ECS Acquisition Corp. hereby certifies that:


1. The name and state of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
ECS Acquisition Corp.	Delaware
RMS Electronic Commerce Systems, Inc.	Michigan

2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with subsection (c) of Section 252 of the Delaware General Corporation Law.
3. The name of the surviving corporation is ECS Acquisition Corp., and it is a Delaware corporation.
4. The Certificate of Incorporation of ECS Acquisition Corp., as effective prior to the merger, shall be the Certificate of Incorporation of the surviving corporation, except that Article I shall be amended in its entirety to state that "The name of the corporation is RMS Electronic Commerce Systems, Inc." immediately following the merger.
5. The executed agreement and plan of merger is on file at the office of the surviving corporation at 401 North Washington Street, Rockville, MD 20850. A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
6. The authorized capital stock of RMS Electronic Commerce Systems, Inc. is 50,000 shares, par value \$1.00 per share.

IN WITNESS WHEREOF, the undersigned corporation has caused this certificate to be signed by its duly authorized officer, this 17<sup>th</sup> day of February, 1999.

ECS ACQUISITION CORP.

By:   
Michael McDowell  
President

**MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES  
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received

**(FOR BUREAU USE ONLY)**

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Address

City

State

Zip Code

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.  
If left blank document will be mailed to the registered office.

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN MICHIGAN  
For use by Foreign Corporations**

(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Application:*

1. The name of the corporation is:

RMS Electronic Commerce Systems, Inc.

2. (Complete this item only if the corporate name in item 1 is not available for use in Michigan.)

The assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business or the conducting of its affairs in Michigan is:

3. It is incorporated under the laws of Delaware. The

date of its incorporation is January 7, 1999, and the term of its existence

if other than perpetual is \_\_\_\_\_.

4. a. The address of the main business or headquarters office of the corporation is:

401 North Washington Street                      Rockville                      MD                      20850  
(Street Address)                                      (City)                                      (State)                                      (ZIP Code)

b. The mailing address if different than above is:

\_\_\_\_\_  
(Street Address)                                      (City)                                      (State)                                      (ZIP Code)

**TRADEMARK**

5. The address of its registered office in Michigan is:

30600 Telegraph Road Bingham Farms, Michigan 48025  
(Street Address) (City) (ZIP Code)

The mailing address of the registered office in Michigan if different than above is:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

The name of the resident agent at the registered office is: The Corporation Company

The resident agent is an agent of the corporation upon whom process against the corporation may be served.

6. The **specific** business or affairs which the corporation is to transact or conduct in Michigan is as follows:

It will engage in the patenting, manufacturing and sale of computer software and the provision of professional services and information services in connection therewith.

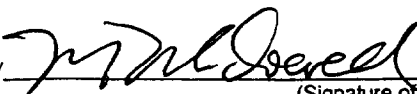
The corporation is authorized to transact such business in the jurisdiction of its incorporation.

7. (To be completed by profit corporations only)

The total authorized shares of the corporation are: 100

8. If the applicant is a trust please specify any powers or privileges possessed by the trust that are not possessed by an individual or a partnership.

Signed this 16TH day of February, 1999

By   
(Signature of Authorized Officer or Agent)

Michael McDowell  
(Type or Print Name)



Name of person or organization  
remitting fees:

Preparer's name and business  
telephone number:

( )

**INFORMATION AND INSTRUCTIONS**

1. The Application for Certificate of Authority to Transact Business or Conduct Affairs cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporation, Securities and Land Development Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on optical disk media, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This Application is to be used pursuant to the provisions of chapter 10 of Act 284, P.A. of 1972 or Act 162, P.A. of 1982, by a foreign corporation for the purpose of obtaining a Certificate of Authority to Transact Business or Conduct Affairs in this state. If the foreign profit corporation subsequently changes any of the information set forth in the Application for Certificate of Authority, it must file an Amended Application for Certificate of Authority to Transact Business in Michigan (form C&S 562) with the Bureau not later than 30 days after the time a change becomes effective. If a foreign nonprofit corporation amends its Articles or is a party to a merger, a certified copy of the amendment or Certificate of Merger must be submitted within 60 days after the effective date.
4. **Profit and nonprofit corporations** - Attach to this Application a certificate executed by the official of the jurisdiction having custody of corporate records stating that the corporation is in good standing under the laws of the jurisdiction of its incorporation. The certificate cannot be dated earlier than 30 days prior to the date of receipt in this office.
5. **Nonprofit corporations only** - Attach to this Application a copy of the Articles of Incorporation and all amendments thereto certified by the proper officer of the jurisdiction of incorporation.
6. Item 2 - A foreign corporation whose true name is not available for use in Michigan is permitted to apply for a Certificate of Authority under an assumed name which is available for use and which becomes the corporation's name in Michigan to be used in all transactions and in its dealings with the administrator. Item 2 of the Application for Certificate of Authority to Transact Business or Conduct Affairs in Michigan is to be completed for this purpose only. Corporations may also transact business or conduct affairs under other assumed names by filing separate Certificates of Assumed Name.
7. Item 6 - This item should state only the specific activities or affairs to be conducted in Michigan. An all purpose activities statement is not permitted. Foreign corporations cannot transact business that a domestic corporation cannot lawfully transact.
8. Item 7 - Indicate the total authorized shares (not amount issued) from the Articles of Incorporation or most recent amendment.

60,000 shares will be considered initially attributable to Michigan. If shares attributable to Michigan increase to over 60,000, or are subsequently changed, the corporation shall file an amended application in accordance with Section 1021. To determine the total authorized shares attributable to Michigan, multiply the total authorized shares by the most recent apportionment percentage from the Michigan Single Business Tax return.

9. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.
10. The Application must be signed by an authorized officer or agent of the corporation.

11. **FEES:** Make remittance payable to the State of Michigan. Include corporation name on check or money order.

Profit Corporations	
NONREFUNDABLE FEE .....	\$10.00
INITIAL FRANCHISE FEE .....	\$50.00
<b>TOTAL INITIAL ADMISSION FEES ....</b>	<b>\$60.00</b>

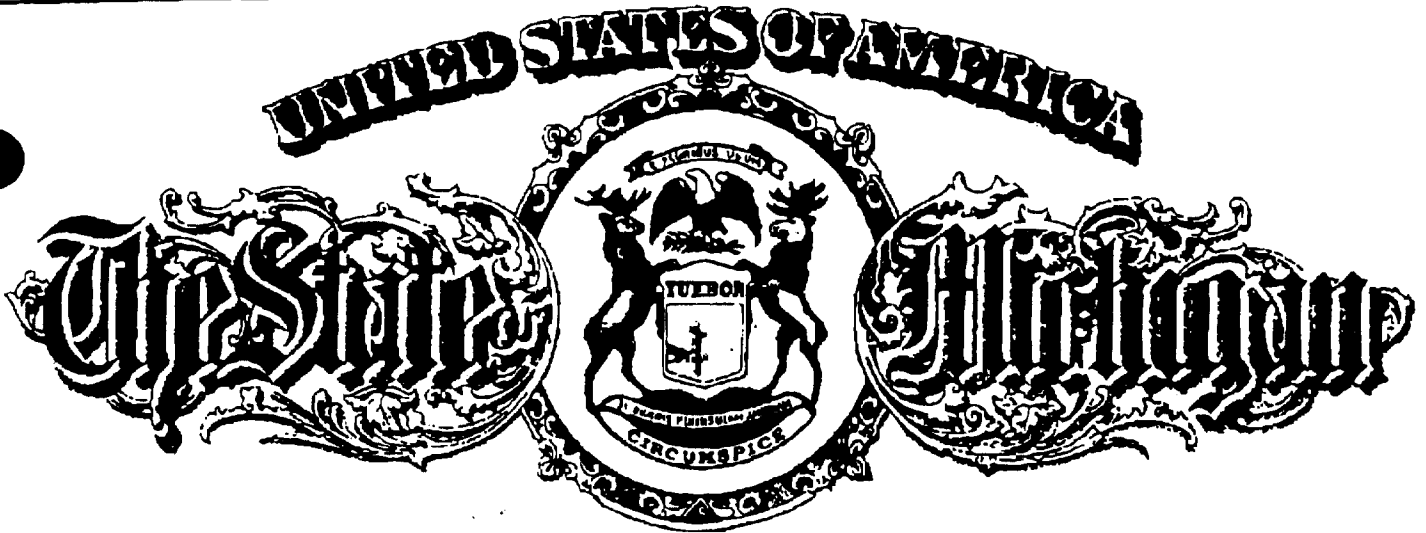
Nonprofit Corporations	
NONREFUNDABLE FEE .....	\$10.00
FRANCHISE FEE .....	\$10.00
<b>TOTAL INITIAL ADMISSION FEES ....</b>	<b>\$20.00</b>

To submit by mail:  
Michigan Department of Consumer & Industry Services  
Corporation, Securities and Land Development Bureau  
Corporation Division  
7150 Harris Drive  
P.O. Box 30054  
Lansing, MI 48909

To submit in person:  
6546 Mercantile Way  
Lansing, MI  
Telephone: (517) 334-6302

Fees may be paid by VISA or Mastercard when delivered in person to our office.

To submit electronically: (517) 334-8048  
\*To use this service complete a MICH-ELF application to provide your VISA or Mastercard number. Include your assigned Filer number on your transmission. To obtain an application for a filer number, contact (517) 334-6327 or visit our WEB site at <http://www.cis.state.mi.us/corp/>.



**Michigan Department of Consumer and Industry Services**

Lansing, Michigan

*This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 17th day of February, 1999.*

*Julie Croll*

, Director

Corporation, Securities and Land Development Bureau

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RECEIVED

FEB 17 1999

MI DEPT. OF CONSUMER & INDUSTRY SERVICES  
Corporation, Securities & Land Development Bureau

FILED

FEB 17 1999

Administrator  
CORP. SECURITIES & LAND DEV. BUREAU

CERTIFICATE OF MERGER OF  
RMS ELECTRONIC COMMERCE SYSTEMS, INC.  
WITH AND INTO  
ECS ACQUISITION CORP.

The undersigned corporations, pursuant to the requirements of the Business Corporation Act of Michigan (the "Act"), DO HEREBY CERTIFY:

1. RMS Electronic Commerce Systems, Inc., a Michigan corporation, is merging with and into ECS Acquisition Corp., a Delaware corporation (the "Merger"). ECS Acquisition Corp. will be the surviving corporation following the Merger.

<u>Name of Corporation</u>	<u>State Identification No.</u>
ECS Acquisition Corp.	
RMS Electronic Commerce Systems, Inc.	362-512

2. The survivor's principal place of business is located at 401 North Washington Street, Rockville, MD 20850.

3. RMS Electronic Commerce Systems, Inc. has 1052.63 shares of common stock outstanding ("RMS Stock"), all of which were entitled to vote on the Merger. ECS Acquisition Corp. has 100 shares of common stock outstanding, all of which were entitled to vote on the Merger.

4. The Certificate of Incorporation of ECS Acquisition Corp., as effective prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation, except that Article I shall be amended in its entirety to state that "The name of the corporation is RMS Electronic Commerce Systems, Inc." immediately following the Merger.

5. Each share of RMS Stock issued and outstanding immediately prior to the Merger shall be converted into the right to receive a certain number of shares of common stock of General Electric Company and/or cash. Upon the Merger, all such RMS Stock shall automatically be cancelled and retired and shall cease to exist.

6. The agreement and plan of merger was approved by the Board of Directors and the shareholders of the RMS Electronic Commerce Systems, Inc. in accordance with Section 703a of the Act.

7. The executed agreement and plan of merger is on file at the office of the surviving corporation at 401 North Washington Street, Rockville, MD 20850. A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

ATL-97629-1  
February 15, 1999-16:54:30

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REEL: 1866 FRAME: 0697

8. The agreement and plan of merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with the law in effecting the merger.

IN WITNESS WHEREOF, the undersigned corporations have caused their duly authorized officers to execute and deliver this Certificate of Merger as of the 17<sup>th</sup> day of February, 1999.

RMS ELECTRONIC COMMERCE SYSTEMS, INC.

By: 

John Bennett  
Vice President

GOLD SEAL APPEARS ONLY ON ORIGINAL

RECORDED: 03/08/1999

TRADEMARK  
REEL: 1866 FRAME: 0699