

04-12-1999



101007019

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original document or copy thereof.

*NLD
4.5.99*

1. **Name of party conveying an interest:**

Customer Care Solutions, LLC, a Massachusetts limited liability company.

2. **Name and address of party receiving an interest:**

Customer Care Solutions, Inc., a Massachusetts corporation with its principal offices located at 50 Church Street, Cambridge, Massachusetts 02138

3. **Interest conveyed:**

Successor in interest pursuant to Merger

4. **Registration number:**

Trademark Applications Nos: 75/429,752 and 75/429,753

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

Gary L. Kemp, Esquire
Casner & Edwards, LLP
One Federal Street
Boston, Massachusetts 02110
(617) 426-5900

6. **Number of applications and registrations involved:**

Two

7. **Amount of fee enclosed:**

\$80.00 *E*

8. **Deposit account number:**

N/A

04/09/1999 JSMBRAZZ 00000135 75429752

01 FC:481	40.00 OP
02 FC:482	25.00 OP
03 FC:996	15.00 OP

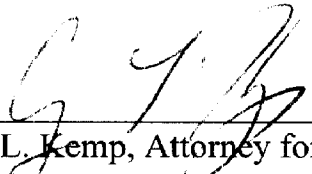
9. **Date of execution of attached document:**

July 21, 1998

10. **I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.**

3/31/99

Date



Gary L. Kemp, Attorney for
Customer Care Solutions, Inc.

3558753

ht
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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ARTICLES OF ~~CONSOLIDATION~~ *MERGER (General Laws, Chapter 156B, Section 78) 83A

~~CONSOLIDATION~~ *merger of

(m) Customer Care Solutions, LLC

(c) CCS Acquisition, Inc.

the constituent corporations, into

(s) CCS Acquisition, Inc.

~~CONSOLIDATION~~ *one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~CONSOLIDATION~~ *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The ~~surviving~~ *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ *merger determined pursuant to the agreement of ~~consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger: Please see continuation sheet 3 attached hereto.

C.
P.
M.
R.A.

*Delete the inapplicable word.

**If there are no provisions state "None".

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

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CCS ACQUISITION, INC.

Continuation sheet 3

Article I of the Articles of Organization of the Corporation is amended so the name of the Corporation is changed from "CCS Acquisition, Inc." to "Customer Care Solutions, Inc."

Article III of the Articles of Organization of the Corporation is amended so the Corporation is authorized to issue 1,760,000 shares of Common Stock, \$.01 par value.

Article IV of the Articles of Organization of the Corporation is amended as set forth on continuation pages IV attached hereto.

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CUSTOMER CARE SOLUTIONS, INC.

The Common Stock of the Corporation shall be issued in two classes, designated Class A and Class B. The preferences, voting power, qualifications, rights and privileges of shares of Class A Common Stock and Shares of Class B Common Stock shall be identical in every respect, except as set forth below in the TERMS OF THE CLASS B COMMON STOCK.

TERMS OF THE CLASS B COMMON STOCK

1. Number of Shares. The stock designated and known as "Class B Common Stock" shall consist of 60,000 shares, \$.01 par value. The Class B Common Stock is hereinafter sometimes referred to as the "Class B Stock."
2. Voting. Except as may be otherwise provided in these terms of the Class B Stock or by law, the Class B Stock shall vote together with all other classes and series of stock of the corporation having voting rights as a single class on all actions to be taken by the stockholders of the corporation. Each share of Class B Stock shall entitle the holder thereof to such number of votes per share on each such action as shall equal the number of shares of the corporation's Class A Common Stock, \$.01 par value (the "Class A Stock") into which each share of Class B Stock is then convertible (including fractional shares).
3. Dividends. The Class B Stock shall entitle the holder thereof to receive, out of funds legally available therefor, when and if declared by the Board of Directors, such dividends as may be declared with respect to the Class A Stock (and the other classes or series of stock of the corporation as may be entitled to receive dividends concurrently with the holders of Class A Stock) in an amount which the holders of the Class B Stock would have received if their Class B Stock had been converted into Class A Stock immediately prior to the record date for such dividend or distribution.
4. Liquidation. Upon any liquidation, dissolution or winding up of the corporation the assets available for distribution shall be distributed among the holders of the Class A Stock and the Class B Stock ratably in proportion to the full amount to which they would otherwise be entitled.
5. Conversion. The shares of Class B Stock shall automatically be converted into shares of Class A Stock on December 31, 1998.
 - 5A. Conversion Ratio. Subject to the terms and conditions of this paragraph 6, the shares of Class B Stock shall be converted into such number of fully paid and nonassessable shares of Class A Stock as is obtained by (i) dividing the "Conversion Price" (as defined below) by \$3.00 (the resulting dividend being hereafter referred to as the "Conversion Ratio" and (ii) dividing the number of shares of Class B Stock to be converted by the Conversion

Ratio. As used herein the "Conversion Price" shall be \$3.00 (to be adjusted appropriately in the event of any stock dividend, stock split or combination or similar recapitalization affecting the Class B Stock), or as a result of the issuance of securities by the corporation as to which an adjustment is required pursuant to subparagraph 5D below.

5B. Issuance of Certificates. On December 31, 1998, the corporation shall issue and deliver, or cause to be issued and delivered, to each holder of Class B Stock a certificate or certificates for the number of whole shares of Class A Stock issuable upon the conversion of the Class B Stock held of record by such holder. The conversion shall be determined as of the close of business on December 30, 1998, and at such time the rights of the holder of such share or shares of Class B Stock shall cease and such holder shall be deemed to have become the holder of record of the shares of Class A Stock into which such shares of Class B Stock shall have been converted.

5C. Fractional Shares. No fractional shares shall be issued upon conversion of Class B Stock into Class A Stock. If any fractional share of Class A Stock would, except for the provisions of the first sentence hereof, be deliverable upon such conversion, the corporation, in lieu of delivering such fractional share, shall pay to the holder an amount in cash equal to the Conversion Price of such fractional share.

5D. Adjustment of Price Upon Issuance of Securities. If the corporation shall at any time or from time to time, prior to the conversion of the Class B Stock, issue any shares of Class A Stock, or other securities convertible into, exchangeable or exercisable for shares of Class A Stock, other than securities as described in subparagraph 5E, ("New Securities") the Conversion Price of Class B Stock shall be automatically lowered to an amount which is the greater of 70% of the per share consideration received by the corporation for such New Securities or \$2.00; provided, however, that the Conversion Ratio shall never be greater than (1:1). If the corporation does not issue any New Securities prior to the conversion of the Class B Stock, the Conversion Price shall be \$2.50.

For purposes of this subparagraph 5D, the per share consideration for securities sold or issued by the corporation shall be determined pursuant to the following subparagraphs 5D(1) to 5D(3):

5D(1) Issuance of Rights or Options. In case at any time the corporation shall in any manner grant any warrants or other rights to subscribe for or to purchase, or any options for the purchase of, Class A Stock or any stock or security convertible into or exchangeable for Class A Stock (such warrants, rights or options being called "Options" and such convertible or exchangeable stock or securities being called "Convertible Securities") whether or not such Options or the right to convert or exchange any such Convertible Securities are immediately exercisable, the per share consideration of such Options or Convertible Securities shall be the total amount, if any, received or receivable by the corporation as consideration for the granting of such Options, plus the minimum aggregate amount of additional consideration payable to the corporation upon the exercise of all such Options, plus, in the case of such Options which relate to Convertible Securities, the minimum

aggregate amount of additional consideration, if any, payable upon the issue or sale of such Convertible Securities and upon the conversion or exchange thereof.

5D(2) Issuance of Convertible Securities. In case the corporation shall in any manner issue or sell any Convertible Securities, whether or not the rights to exchange or convert any such Convertible Securities are immediately exercisable, the per share consideration of such Convertible Securities shall be the total amount received or receivable by the corporation as consideration for the issue or sale of such Convertible Securities, plus the minimum aggregate amount of additional consideration, if any, payable to the corporation upon the conversion or exchange thereof.

5D(3) Consideration for Stock. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for cash, the consideration received therefor shall be deemed to be the amount received by the corporation therefor, without deduction therefrom of any expenses incurred or any underwriting commissions or concessions paid or allowed by the corporation in connection therewith. In case any shares of Common Stock, Options or Convertible Securities shall be issued or sold for a consideration other than cash, the amount of the consideration other than cash received by the corporation shall be deemed to be the fair value of such consideration as determined in good faith by the Board of Directors of the corporation, without deduction of any expenses incurred or any underwriting commissions or concessions paid or allowed by the corporation in connection therewith. In case any Options shall be issued in connection with the issue and sale of other securities of the corporation, together comprising one integral transaction in which no specific consideration is allocated to such Options by the parties thereto, such Options shall be deemed to have been issued for such consideration as determined in good faith by the Board of Directors of the corporation.

5E. Certain Issues of Securities Excepted. Anything herein to the contrary notwithstanding, the corporation shall not be required to make any adjustment of the Conversion Price in the case of:

- (1) issuance of Class A Stock upon the conversion of any shares of Class B Stock;
- (2) issuance to an officer, director or employee of, or consultant to, the corporation of options to purchase any securities of the corporation pursuant to a compensatory option plan or arrangement approved by a majority of the Board of Directors of the corporation; or
- (3) options, warrants or Convertible Securities outstanding on the date of the filing of this Certificate with the Secretary of State.

5F. Subdivision or Combination of Class A Stock. In case the corporation shall at any time subdivide (by any stock split, stock dividend or otherwise) its outstanding shares of Class A Stock into a greater number of shares, the Conversion Price in effect

immediately prior to such subdivision shall be proportionately reduced, and, conversely, in case the outstanding shares of Class A Stock shall be combined into a smaller number of shares, the Conversion Price in effect immediately prior to such combination shall be proportionately increased.

5G. Reorganization or Reclassification. If any capital reorganization or reclassification of the capital stock of the corporation shall be effected in such way that holders of Class A Stock shall be entitled to receive stock, securities or assets with respect to or in exchange for Class A Stock, then, as a condition of such reorganization or reclassification, lawful and adequate provisions shall be made whereby each holder of a share or shares of Class B Stock shall thereupon have the right to receive, upon conversion thereof, upon the basis and upon the terms and conditions specified herein and in lieu of the shares of Class A Stock immediately theretofore receivable upon the conversion of such share or shares of Class B Stock, such shares of stock, securities or assets as may be issued or payable with respect to or in exchange for a number of outstanding shares of such Class A Stock equal to the number of shares of such Class A Stock immediately theretofore receivable upon such conversion had such reorganization or reclassification not taken place, and in any such case appropriate provisions shall be made with respect to the rights and interests of such holder to the end that the provisions hereof (including without limitation provisions for adjustments of the Conversion Price) shall thereafter be applicable, as nearly as may be, in relation to any shares of stock, securities or assets thereafter deliverable upon the exercise of any conversion rights.

5H. No Reissuance of Class B Stock. Shares of Class B Stock which are converted as provided herein shall not be reissued.

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4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the ~~resulting~~ / *surviving corporation in Massachusetts is: (*post office boxes are not acceptable*)

50 Church Street
Cambridge, Massachusetts 02138

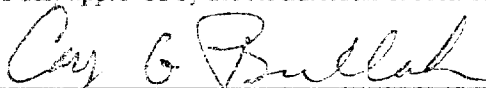
(b) The name, residential address, and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Cary G. Bullock	22 Hillside Dr. Belmont, MA 02178	50 Church St. Cambridge, MA 02138
Treasurer:	Kevin Monagle	11 Vista Rd. Wellesley, MA 02181	50 Church St. Cambridge, MA 02138
Clerk:	Martin E. Greenblatt	551 Boylston St. Brookline, MA	One Federal St. Boston, MA 02110
Directors:	Cary G. Bullock	as above	as above
	Kevin Monagle	as above	as above

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:
December

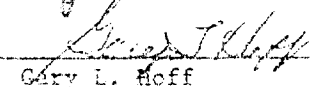
(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is: N/A

The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~consolidation~~ / *merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.



Gary G. Bullock

~~President~~ *President



Cary L. Hoff

~~Assistant Clerk~~ *Assistant Clerk

of CCS Acquisition, Inc.

(Name of constituent corporation)



Gary G. Bullock, Authorized Agent

~~Authorized Agent~~

~~Assistant Clerk~~

of Customer Care Solutions, LLC

(Name of constituent corporation)

*Delete the inapplicable words.

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SECRETARY OF
THE COMMONWEALTH

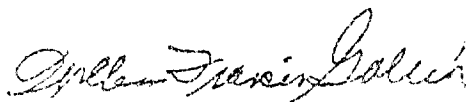
THE COMMONWEALTH OF MASSACHUSETTS

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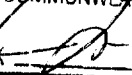
ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 78)

I hereby approve the within Articles of ~~Consolidation~~ / Merger and,
the filing fee in the amount of \$ 1,560.00 , having been paid,
said articles are deemed to have been filed with me this 21st
day of JULY , 19 98.

Effective date: _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 2/21/98 CLERK 

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Gary L. Hoff, Esq.
Casner & Edwards, LLP
One Federal Street
Boston, MA 02110

Telephone: (617)426-5900

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ROBERT E. COWDEN III
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MARK W. WILLIAMSON
KATHLEEN B. CARR

March 31, 1999

Commissioner Patents and Trademarks
Box ASSIGNMENT - FEE
Washington, DC 20231

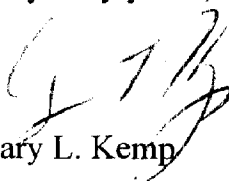
Re: Assignment of Trademark Applications 75/429,752 and 75/429,753

Dear Sir or Madam:

On behalf of our client, Customer Care Solutions, Inc. f/k/a Customer Care Solutions, LLC, we enclose herewith certified copy of Articles of Merger evidencing the change of name of Customer Care Solutions, LLC to Customer Care Solutions, Inc. as set forth on Continuation Sheet 3 therein, along with the required cover sheet setting forth particulars of the assignments and a check for \$80.00 in payment of the assignment fee.

Please acknowledge receipt of the foregoing by stamping and returning the stamped self-addressed postcard enclosed herewith.

Very truly yours,


Gary L. Kemp

MEG:jw
Enclosures
cc: Daniel Pullman
3558744