

04-13-1999



To The Honorable Commissioner of Patents

attached original documents or copy thereof.

101007961

1. Name of conveying party(ies):

XRT, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Pennsylvania
- Other:

Additional name(s) of conveying party(ies) attached? YES NO

3. Nature of Conveyance:

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

Execution Date: November 25, 1998

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

Name: XRT CERG FINANCE AMERICA, INC.
Internal Address:

Street Address: 989 Old Eagle School Road
City: Wayne
State: PA ZIP: 19087

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: Pennsylvania
- 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 attached? YES NO

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

A. Trademark Application No.(s)

75/040,918
75/111,755
75/371,903
75/550,986

B. Trademark registration No.(s)

2,030,830 2,014,740
2,125,218 2,129,188
2,181,241

Additional numbers attached? YES NO

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

Name: Camille M. Miller

Internal Address:

WOODCOCK WASHBURN KURTZ MACKIEWICZ &
NORRIS
One Liberty Place - 46th Floor

Street Address: 1650 Market Street
City: Philadelphia State: Pennsylvania
ZIP: 19103-7301
Client #: XRT-51; -50; -46; -45; -41; -39; -38; -26; -21

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41):.....\$240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 23-3050

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

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DO NOT USE THIS SPACE

91 FC:441
62 FC:442

40.00 DP
200.00 DP

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.

Camille M. Miller

Name of Person Signing

Signature

April 6, 1999

Date

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

Microfilm Number _____
Entity Number 376473 9986-338

Filed with the Department of State on NOV 25 1998
Kim J. Fitzgerald
Secretary of the Commonwealth
ACTING JK

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: XRT, INC. (to be renamed "XRT Cery Finance America, Inc." following the merger).

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 989 Old Eagle School Road, Suite 800, Wayne, PA 19087 Chester
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

_____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

_____ Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
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<u>Not Applicable</u>		
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PA Dept. of State

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
<u>XRT, Inc.</u>	<u>Adopted by the directors and shareholders pursuant to 15 Pa. C.S. § 1924(a)</u>
_____	_____
_____	_____

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

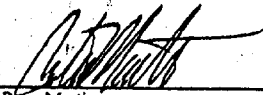
The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

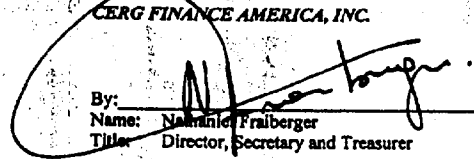
Number and Street	City	State	Zip	County
_____	_____	_____	_____	_____

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 25th day of November, 1998.

XRT, INC.

By: 
Name: Peter Martino
Title: President and CEO

CERG FINANCE AMERICA, INC.

By: 
Name: Nathaniel Fraiberger
Title: Director, Secretary and Treasurer

9066-3400

**AGREEMENT AND PLAN OF MERGER
OF
CERG FINANCE AMERICA, INC.
INTO
XRT, INC.**

This Agreement and Plan of Merger ("Plan") is made as of this 25th day of November, 1998 between CERG FINANCE AMERICA, INC., a Delaware corporation ("CERG"), and XRT, INC. a Pennsylvania corporation ("XRT").

WITNESSETH

WHEREAS, the Boards of Directors and shareholders of CERG and XRT (each a "Constituent Corporation" and, collectively, the "Constituent Corporations") deem it desirable and in the best interests of the Constituent Corporations to merge (the "Merger") CERG with and into XRT in accordance with the Delaware General Corporation Law ("DGCL") and the Pennsylvania Business Corporation Law (the "PBCL" and, collectively with the DGCL, the "Statutes");

NOW, THEREFORE, the parties do hereby agree as follows:

ARTICLE I.

1. The Constituent Corporations shall be merged into a single corporation, namely XRT, in the manner and with the effect provided by the Statutes (XRT, the surviving corporation, being hereinafter sometimes referred to as the "Surviving Corporation"). Upon the Merger, the separate existence of CERG shall cease and the Surviving Corporation shall continue in existence. The merger shall in all respects have the effect provided by Section 252 of the DGCL and Section 1929 of the PBCL. The Constituent Corporations shall merge and XRT shall become the Surviving Corporation on the date and at the time of filing of a Certificate or Articles of Merger with the State of Delaware and Commonwealth of Pennsylvania (the "Effective Time of Merger").

1.2 At the Effective Time of Merger, the Articles of Incorporation of XRT as in effect immediately prior to the Effective Time of Merger shall be amended by modifying Article 1 thereof to read as follows: "The name of the corporation is XRT Cerg Finance America, Inc." As so amended, the Articles of Incorporation of XRT shall be and become the Articles of Incorporation of the Surviving Corporation from and after the Effective Time of Merger, until thereafter amended as permitted by law.

1.3 From and after the Effective Time of Merger, the Bylaws of XRT, as amended and in force immediately prior to the Effective Time of Merger, shall be and become the Bylaws of the Surviving Corporation until thereafter amended as permitted by law.

1.4 The directors and officers of XRT at the Effective Time of Merger shall be and remain the directors and officers of the Surviving Corporation and shall hold office from the Effective Time of Merger until their successors are duly elected and qualified.

9806-341

ARTICLE II.

2. At the Effective Time of Merger Ten Thousand (10,000) shares of CERG's common stock, \$10.00 par value per share, owned of record by CERG Finance, S.A. ("Parent") and Nathaniel Fraiberger and representing all of the issued shares of CERG (the "CERG Stock"), shall, by virtue of the Merger and without need of any further action, be canceled, without any payment being made in respect thereof or any exchange being made therefor. At the Effective Time of Merger, Parent and Nathaniel Fraiberger shall surrender the certificate(s) representing the CERG Stock to the Secretary of the Surviving Corporation.

ARTICLE III

3.1 This Plan may be terminated by the Board of Directors of either Constituent Corporation at any time prior to the filing of the Articles or Certificate of Merger (as applicable) and this Plan as provided hereinabove notwithstanding the prior approval of such Plan.

3.2 Prior to and from and after the Effective Time of Merger, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Time of Merger the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and the Boards of Directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed in their respective corporate names by their respective duly authorized officers as of the date first above written.

CERG FINANCE AMERICA, INC.

By: 

Name: Nathaniel Fraiberger

Title: Director, Secretary and Treasurer

XRT, INC.

By: 

Name: Peter Martino

Title: President and CEO

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

MARCH 29, 1999

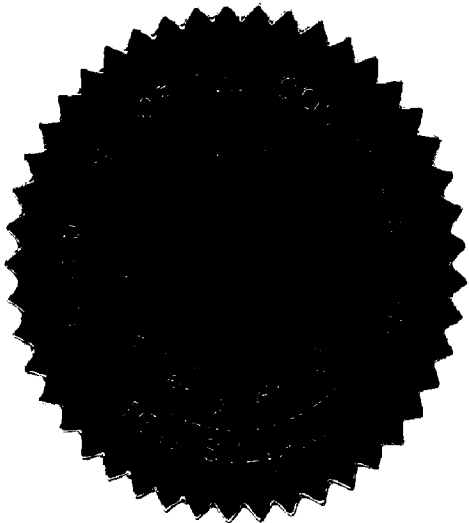
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

XRT CERG FINANCE AMERICA, INC.

I, Kim Pizzingrilli, Acting Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli

ACTING Secretary of the Commonwealth

DBOH