

04-16-1999



ET

Attorney Docket No.: 3006-AFF

101013051

To the U.S. Patent and Trademark Office, Office of Public Records: Please record the attached original documents or copy thereof.

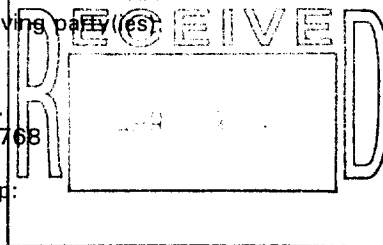
6/9/99

1. Name of conveying party(ies):

United Enterprises, Inc.

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

CDI Corporation
1717 Arch Street, 35th Fl.
Philadelphia, PA 19103-2768



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

3. Nature of conveyance:

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

Execution Date: December 19, 1996

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,770,668

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

ROBERTA JACOBS-MEADWAY, ESQ.
PANITCH SCHWARZE JACOBS & NADEL, P.C.
2005 Market Street - 22nd Floor
Philadelphia, PA 19103-7086
Telephone: (215) 567-2020
Facsimile: (215) 567-2991
E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
0 x \$25.00 = \$ 00.00

Authorized to be charged to deposit account

8. Deposit account number: 16-0235

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.

Roberta Jacobs-Meadway, Esq. 1770668

April 8, 1999

04/15/1999
01 FC:481 40.00 CH

Express Mail number EL124618956US
Date of Deposit 4-8-99

I hereby certify that this paper consists of 5 pages including cover sheet, attachments and document: [4]

with the United States Postal Service "Express Mail Post Office to Addressee" Service under 37 CFR 1.10 on the date indicated above and is addressed to U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway #, Room 335, Washington, DC 20231

Name _____
Signed _____

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 76053

Victoria Kunda
Secretary of the Commonwealth

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: CDI Corporation

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) 1717 Arch St., 35th Floor Philadelphia PA 19103-2768 Philadelphia
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 _____

Number and Street City State Zip County

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
<u>United Enterprises, Inc. (a Massachusetts corporation <u>not</u> qualified in PA)</u>		

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 December 31, 1996 at 11:00 P.M.
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>CDI Corporation</u>	<u>Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. Section 1924(b)(3)</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 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:

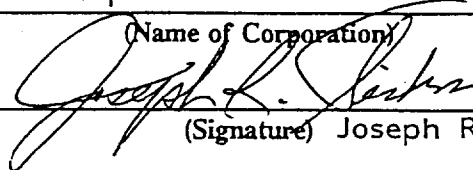
<u>1717 Arch St., 35th Floor</u>	<u>Philadelphia</u>	<u>PA</u>	<u>19103-2768</u>
Number and Street	City	State	Zip

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 19th day of December, 1996.

CDI Corporation

(Name of Corporation)

BY:



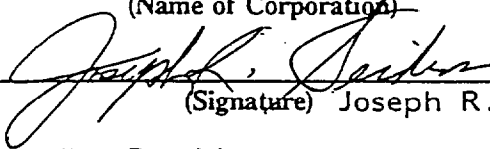
(Signature) Joseph R. Seiders

TITLE: Senior Vice President

United Enterprises, Inc.

(Name of Corporation)

BY:



(Signature) Joseph R. Seiders

TITLE: Vice President