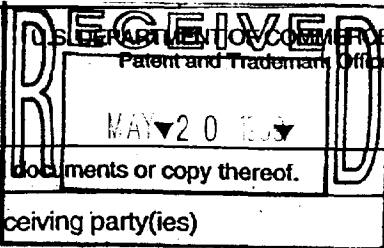


05-25-1999



1 COVER SHEET  
(S ONLY)



Tab settings

To the Honorable Com.

101044863

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
DSA Acquisition, Inc.

*MD*  
*5-20-99*

2. Name and address of receiving party(ies)  
Name: Decision-Science Applications, Inc.

Internal Address: Suite 400

Street Address: 1100 North Glebe Road

City: Arlington State: VA ZIP: 22201

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

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

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: 8/19/98

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

A. Trademark Application No.(s)  
75/196,171

B. Trademark Registration No.(s)  
2,145,260  
1,790,950  
1,778,324

Additional numbers attached?  Yes  No

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

Name: Gabrielle S. Roth, Esq.

Internal Address: Dickstein Shapiro Morin  
& Oshinsky LLP

Street Address: 2101 L Street, N.W.

City: Washington State: DC ZIP: 20037

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: (any deficiencies)  
04-1073

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

05/24/1999 DNGUYEN 00000228 2145260

DO NOT USE THIS SPACE

01 FC-1481 40.00 OP  
02 FC-442 75.00 OP

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.

Gabrielle S. Roth  
Name of Person Signing

*Gabrielle S. Roth*  
Signature

*5/20/99*  
Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 001900 FRAME: 0260

# State of California

SECRETARY OF STATE

*E  
7 pages*

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this



*Bill Jones*

Secretary of State

AGREEMENT OF MERGER  
OF  
DSA ACQUISITION, INC.  
AND  
DECISION-SCIENCE APPLICATIONS, INC.

ENDORSED - FILED  
In the office of the Secretary of State  
of the State of California  
AUG 20 1998  
BILL JONES, Secretary of State

This Agreement of Merger is dated August 19, 1998, by and among DECISION-SCIENCE APPLICATIONS, INC., a Virginia corporation ("Company") and DSA ACQUISITION, INC., a California corporation ("Newco").

R E C I T A L S

WHEREAS, Company is a Virginia corporation and has 171,048 shares of its common stock outstanding as of the date hereof;

WHEREAS, Newco is a California corporation and has 100 shares of its common stock outstanding as of the date hereof, all of which are owned by SM&A Corporation, a California corporation ("SM&A");

WHEREAS, SM&A has 15,819,743 shares of its common stock outstanding as of the date hereof;

NOW, THEREFORE, for good and valuable consideration, the parties hereto agree as follows:

1. Company shall be merged with and into Newco, and Newco shall be the surviving corporation.
2. Upon such merger, all outstanding shares of common stock of Company shall be automatically converted to 4.1792 shares of common stock of SM&A.
3. Upon such merger, each outstanding share of Newco shall be unaffected thereby.
4. Upon such merger, the Articles of Incorporation of Newco shall be amended and restated to read as set forth in Exhibit A.
5. The conversion of shares as provided by this Agreement of Merger shall occur automatically upon the effective date without action on the part of SM&A, Newco, Company or the holders of such shares. On and after the effective date and until surrender for exchange, each outstanding stock certificate which immediately prior to the effective date represented shares of Company common stock shall be deemed for all purposes, to evidence ownership of and to represent the number of shares of SM&A common stock into which such shares of Company common stock shall have been converted, and the record holders of such outstanding certificates shall, after the effective date, be entitled to vote such shares of SM&A common

stock on any matters on which the holders of record of SM&A common stock shall be entitled to vote.

6. Upon such merger, the separate existence of Company shall cease and Newco shall succeed, without other transfer, to all the rights and property of Company and shall be subject to all the debts and liabilities thereof in the same manner as if Newco had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of Company shall be limited to the property affected thereby immediately prior to the time the merger is effective.

7. After the merger becomes effective, Company, through the persons who were its officers immediately prior to the merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to confirm title to properties, assets and rights in Newco.

8. The effective date of the merger is the date upon which a copy of this Agreement of Merger is filed with the Secretary of State of California.

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger on the date first set forth above.

DECISION-SCIENCE APPLICATIONS, INC.,  
a Virginia corporation

By: Guy A. Ackerson  
Guy A. Ackerson, President

By: Theresa M. McGeath  
Theresa M. McGeath, Secretary

DSA ACQUISITION, INC.,  
a California corporation

By: Kenneth W. Colbaugh  
Kenneth W. Colbaugh, President

By: Ronald A. Hunn  
Ronald A. Hunn, Secretary

Exhibit A  
Amended and Restated Articles of Incorporation  
(attached hereto)

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DECISION-SCIENCE APPLICATIONS, INC.

I

The name of the Corporation is:

DECISION-SCIENCE APPLICATIONS, INC.

II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

This Corporation is authorized to issue only one class of shares of stock which shall be designated as common stock; the total number of shares which the Corporation is authorized to issue is 1,000,000.

IV

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation and its shareholders.