

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-26-1999



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5.20.99

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
- 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
08	23	96
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Agency Management Services, Inc.

Execution Date
Month Day Year
08 23 96

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name AMS Services, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 10th Floor - Tower One

Address (line 2) 900 Chelmsford Street

Address (line 3) Lowell Massachusetts 01851
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 Delaware

05/25/1999 MTHA11 00000063 1862840

FOR OFFICE USE ONLY

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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: 001901 FRAME: 0712

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,862,840"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Michael A. Parks

Michael A. Parks

05/13/99

Name of Person Signing

Signature

Date Signed

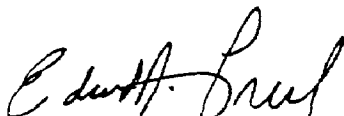
State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AGENCY MANAGEMENT SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "AMS SERVICES, INC." UNDER THE NAME OF "AMS SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF AUGUST, A.D. 1996, AT 9:01 O'CLOCK A.M.



2079636 8100M
971225291



Edward J. Freel, Secretary of State

AUTHENTICATION: 8548339
DATE: 07-08-97

TRADEMARK
REEL: 001901 FRAME: 0714

CERTIFICATE OF OWNERSHIP AND MERGER

of

Agency Management Services, Inc.
(a Delaware corporation)

Into

AMS Services, Inc.
(a Delaware corporation)

It is hereby certified that:

1. Agency Management Services, Inc. (hereinafter called the "Corporation") is a corporation of the State of Delaware.
2. The Corporation, as the owner of all of the outstanding shares of common stock of AMS Services, Inc., hereby merges itself into AMS Services, Inc., a corporation of the State of Delaware.
3. The following is a copy of the resolutions adopted on the 22nd day of August, 1996, by the Board of Directors of the Corporation to merge the Corporation into AMS Services, Inc. (the "Merger"):

RESOLVED that the Corporation be merged into AMS Services, Inc. pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of this corporation shall cease as soon as the merger shall become effective, and thereupon this corporation and AMS Services, Inc. will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED that the terms and conditions of the proposed merger are as follows:

- (a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this corporation shall become vested in and be held by AMS Services, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by this corporation, and AMS Services, Inc. shall assume all of the obligations of the Corporation.

(b) Each share of common stock, \$1.00 par value, of the Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock, \$1.00 par value, of AMS Services, Inc., and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of the Corporation shall automatically be and become holders of shares of AMS Services, Inc. upon the basis above specified, whether or not certificates representing said shares are then issued and delivered. Each share of common stock, \$1.00 par value, of the Corporation which shall be issued and held by it as a treasury share immediately prior to the effective time of the merger shall be converted into ten shares of common stock, \$1.00 par value, of AMS Services, Inc. and shall be held in the treasury of AMS Services, Inc. until sooner disposed of.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of the Corporation may surrender the same to AMS Services, Inc. at its office in Norwell, Massachusetts and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of AMS Services, Inc. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of the Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of AMS Services, Inc.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the Bylaws of AMS Services, Inc. shall be the Certificate of Incorporation and the Bylaws of AMS Services, Inc. as in effect immediately prior to such effective time.

(e) The members of the Board of Directors and officers of AMS Services, Inc. shall be the members of the Board of Directors and the corresponding officers of AMS Services, Inc. immediately before the effective time of the merger.

(f) From and after the effective time of the merger, the assets and liabilities of the Corporation and of AMS Services, Inc. shall be entered on the books of AMS Services, Inc. at the amounts at which they shall be carried at such time on the respective books of the Corporation and of AMS Services, Inc., subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of AMS Services, Inc., in accordance with generally accepted accounting principles, the capital and surplus of AMS Services, Inc. shall be equal to the capital and surplus of the Corporation and of AMS Services, Inc.

RESOLVED that these resolutions to merge be submitted to the stockholders of the Corporation entitled to vote at a meeting to be called and held after twenty days' notice of the time, place, and purpose thereof mailed to each holder of the outstanding shares of stock of the Corporation entitled to vote at his address as it appears on the records of the Corporation or pursuant to a written waiver of such notice signed by all of the persons entitled thereto, unless the holders of all of the outstanding shares of stock of the Corporation entitled to vote shall dispense with the holding of a meeting and shall act in writing without a meeting; and, in the event that the holders of at least a majority of the outstanding stock of the Corporation entitled to vote shall vote for the approval of the merger at a meeting, or, in the event that the holders of all of the outstanding stock of the Corporation entitled to vote shall dispense with a meeting and shall consent in writing signed by them for the approval of the proposed merger, the proposed merger shall be deemed to be approved provided, that, notwithstanding the approval of the said stockholders of the Corporation for the proposed merger, the Board of Directors of the Corporation may terminate the proposed merger at any time prior to filing, in that connection, a Certificate of Ownership and Merger in the Department of State of the State of Delaware.

RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of the Corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into AMS Services, Inc. and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger therein certified has been approved in writing by the holders of all of the outstanding stock of the Corporation entitled to vote in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury does hereby declare and certify that this the act and deed of the Corporation and the facts contained herein are true and accordingly have hereunto signed this Certificate of Ownership and Merger as of this 23rd day of August 1998.

Agency Management Services, Inc.

A handwritten signature in black ink, appearing to read "Paul A. Philip", is written over a horizontal line. The signature is somewhat stylized and cursive.

By: Paul A. Philip

Name: Paul A. Philip

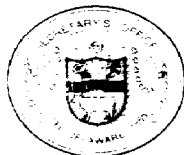
Title: Executive Vice President

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMS SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 1996, AT 9 O'CLOCK A.M.



2079636 8100
971225291

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 8548338
07-08-97

DATE:

TRADEMARK
REEL: 001901 FRAME: 0719

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
AMS SERVICES, INC.**

Pursuant to Sections 241 of the Delaware Corporation Law of the State of Delaware, the undersigned, being the Senior Vice President of AMS Services, Inc., a Delaware corporation (the "Corporation") does hereby certify the following:

FIRST: The name of the Corporation is AMS Services, Inc. (the "Corporation").

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on December 27, 1985.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended to effect a change in Article Fourth thereof, relating to the number, series and class of shares the Corporation will have the authority to issue, accordingly Article Fourth of the Certificate of Incorporation shall be amended to read in its entirety as follows:

AUTHORIZED CAPITAL STOCK

4. **CAPITAL STOCK.** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 16,000. Such stock shall be as follows:

<u>Name of Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common Stock	16,000	\$1.00

There will be a single class of Common Stock, which shall be the Class A Common Stock. The powers, preferences, rights, qualifications, limitations and restrictions of the Common Stock are as follows:

1. Common Stock.

Part a. Dividends and Distributions. Dividends may be paid ratably upon the Class A Common Stock as a single class out of net earnings or retained earnings of the Corporation when, as and if declared by the Board of Directors in its discretion.

Part b. Liquidation, Dissolution, etc. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, all remaining assets will be distributed to the holders of Class A Common Stock ratably in proportion to the respective number of shares of Class A Common Stock held by each holder.

Part c. Definitions

"Common Stock" means, collectively, the Corporation's Common Stock and any capital stock of any class of the Corporation hereafter authorized which is not limited to a fixed sum or percentage of par or stated value in respect to the rights of the holders thereof to participate in dividends or in the distribution of assets upon any liquidation, dissolution or winding up of the Corporation.

2. Voting; Election of Directors.

Part a. Voting.

i. Election of Directors. The Corporation's board of directors (the "Board") shall consist of up to eleven members ("Directors"). Holders of at least 330 shares of Class A Common Stock, voting separately, will be entitled to elect and remove one Director each; provided, however, that (A) Continental Casualty Company ("CNA") will be entitled to elect two Directors (the "CNA Directors") and (B) each of Atlantic Mutual Insurance Company, American States Insurance Company, SAFECO Insurance Company of America, and Ohio Farmers Insurance Company, voting separately, will be entitled to elect and remove one Director each; and provided further, however, that each of the parties listed in clauses (A) and (B) above must own at least 80 shares of Class A Common Stock in order to elect or remove such Directors. Each Director, other than the CNA Directors, will exercise that number of votes equal to the number of shares of Class A Common Stock held by the Holder which elected such Director. One CNA Director shall exercise 330 votes, and the other CNA Director shall exercise 13,050 votes. All Directors will be entitled to exercise such votes on all matters that come before the Board. The election of directors need not be by ballot unless the bylaws shall so require.

ii. General. Holders of Class A Common Stock will be entitled to vote as a single and separate class with one vote for each share of Class A Common Stock on all matters submitted to a vote of the Stockholders of the Corporation.

Part b. Registration of Transfer.

The Corporation will keep at its principal office a register for the registration of Common Stock. Upon the surrender of any certificate representing Common Stock at such place, the Corporation will, at the request of the record holder of such certificate,

execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares represented by the surrendered certificate. Each such new certificate will be registered in such name and will represent such number of shares as is requested by the holder of the surrendered certificate and will be substantially identical in form to the surrendered certificate.

Part c. Replacement.

Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Common Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation, or, in the case of any such mutilation upon surrender of such certificate, the Corporation will (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of Common Stock represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

Part d. Amendment and Waiver.

Any amendments, modifications or waivers with respect to any provision of this Article 4 will be effective and binding upon the vote or prior written consent of a majority of the Common Stock.

Part e. Notices.

Except as otherwise expressly provided, all notices referred to herein will be in writing and will be delivered by registered or certified mail, return receipt requested, postage prepaid and will be deemed to have been given when so mailed (1) to the Corporation, at its principal executive offices and (2) to any stockholder, at such holder's address as it appears in the stock records of the Corporation (unless otherwise indicated by any such holder).

FOURTH: This Amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. Consent of stockholders was given in accordance with Section 228 of such law and written notice has been given as provided in such Section 228.

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5