

07-22-1999

FORM PT-1 (Rev. 7-98) 719-99
OMB No. 0651-0011 (exp. 4/94)
M&G 9381.83US01; 9381.84US01



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101096746

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

EAS Technologies, Inc.
4124 Taylorsville Road
Louisville, KY 40220

- Individuals
- General Partnership
- Corporation—State of Delaware
- Other:
- Association
- Limited Partnership

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

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

Ceridian Corporation
8100 34th Avenue
Minneapolis, MN 55425

- Individual(s) citizenship
- General Partnership
- Corporation—State of Delaware
- Other:
- Association
- Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be 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: 3/31/98

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

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

1,787,922
1,674,119

Additional numbers attached? Yes No

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

Name: John L. Beard
Address: Merchant & Gould P.C.
3100 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 2

7. Total fee (37 CFR 3.41): \$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Gregory C. Golla

Name of Person Signing

Signature

7-16-99

Date

07/21/1999 MTHAI1 00000339 1787922

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

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Do not detach this portion

Mail documents to be recorded with required cover sheet information to

Commissioner for 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), Washington, D.C. 20503

TRADEMARK
REEL: 001931 FRAME: 0973

Office of the Secretary of State

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:

"EAS TECHNOLOGIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CERIDIAN CORPORATION" UNDER THE NAME OF "CERIDIAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 1998, AT 10:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0031910 8100M

DATE:

9002774

981122842

03-31-98
TRADEMARK

REEL: 001931 FRAME: 0974

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
EAS TECHNOLOGIES, INC.
INTO
CERIDIAN CORPORATION**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Ceridian Corporation (the "Corporation"), a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Ceridian Corporation (the "corporation") was incorporated on the 31st day of May, 1912, pursuant to the General Corporation Law of the State of Delaware ("DGCL").

SECOND: That this corporation owns all of the outstanding shares of Stock of EAS Technologies, Inc., a corporation incorporated on the 15th day of December, 1992, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the adoption of the following resolution of its Executive Committee of the Board of Directors on March 30, 1998, has determined to merge into itself its wholly owned subsidiary, EAS Technologies, Inc.:

WHEREAS, Ceridian Corporation, a Delaware corporation ("Ceridian"), owns all of the outstanding shares of the common stock of EAS Technologies, Inc. ("Subsidiary"), a stock corporation which is organized under the laws of the State of Delaware and which has only one class of capital stock;

WHEREAS, the Executive Committee of the Board of Directors of Ceridian is expressly authorized by Article IV of Ceridian's Bylaws to approve and adopt a certificate of ownership and merger on behalf of Ceridian pursuant to Section 253 of the Delaware General Corporation Law, and

WHEREAS, the Executive Committee deems it advisable that the Subsidiary be merged with and into Ceridian pursuant to Section 253 of the Delaware General Corporation Law;

THEREFORE, be it

RESOLVED, that the Subsidiary be merged with and into Ceridian (the "Merger") and that all of its property, rights, privileges and other assets be transferred to, and all of its obligations be assumed by, Ceridian;

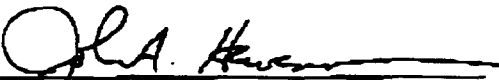
FURTHER RESOLVED, that any elected Vice President, the Secretary and any Assistant Secretary of Ceridian is hereby authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of Ceridian, a Certificate of Ownership and Merger and Articles of Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger;

FURTHER RESOLVED, that the Merger shall become effective at 5:00 p.m., Central Standard Time, on March 31, 1998; and

FURTHER RESOLVED, that all actions taken to date by the officers of Ceridian that are consistent with the purpose and intent of the foregoing resolutions are hereby in all respects authorized, approved, ratified and confirmed.

IN WITNESS WHEREOF, said Ceridian Corporation has caused this Certificate to be signed by John A. Haveman, its Vice President and Secretary, this 30th day of March, 1998.

CERIDIAN CORPORATION

BY: 
John A. Haveman
Vice President and Secretary