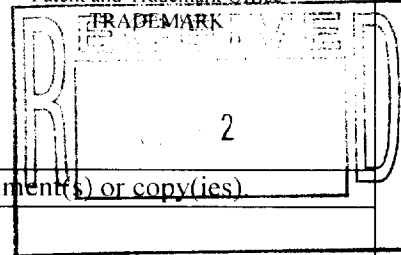


07-28-1999

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



U.S. Department of Commerce
Patent and Trademark Office



101103716
RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
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Reel # Frame #
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Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Formerly

Execution Date
Month Day Year

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

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07/28/1999 MTHAI1 00000060 75105212

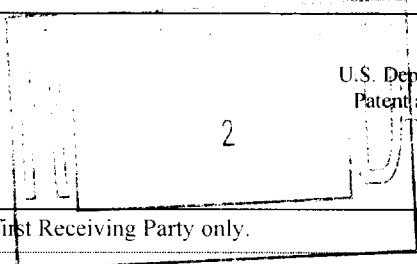
01 FC:481 40.00 GP
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REEL: 001934 FRAME: 0988



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

650-494-0600

Name

Linda G. Henry, Esq.

Address (line 1)

Fenwick & West LLP

Address (line 2)

Two Palo Alto Square, Suite 800

Address (line 3)

Palo Alto, CA 94306

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

5

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).

Trade Application Number(s)

Registration Number(s)

75/105,212

1,927,674

2,122,555

2,085,542

2,122,554

Number of Properties

Enter the total number of properties involved.

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

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:

50-0261

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.

Linda G. Henry, Esq.

Name of Person Signing

Linda G. Henry, July 15, 1999

Signature

Date Signed



State of Delaware
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 MERGER, WHICH MERGES:

"JAMAICA ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "AMERICAN INFORMATION SYSTEMS, INC." UNDER THE NAME OF "AMERICAN INFORMATION SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

2999473 8100M

991039583

AUTHENTICATION: 9551289

DATE: 02-01-99

**CERTIFICATE OF MERGER
OF
JAMAICA ACQUISITION CORP.
WITH AND INTO
AMERICAN INFORMATION SYSTEMS, INC.**

**Pursuant to Section 252 of the
General Corporation Law of the State of Delaware**

American Information Systems, Inc., an Illinois corporation ("**AIS**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of Jamaica Acquisition Corp., a Delaware corporation ("**JAC**") with and into American Information Systems, Inc., an Illinois corporation ("**AIS**"), with AIS remaining as the surviving corporation of the Merger (the "**Surviving Corporation**"):

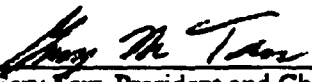
- FIRST:** JAC is incorporated pursuant to the General Corporation Law of the State of Delaware ("**DGCL**"). AIS is incorporated pursuant to the Business Corporation Act of the State of Illinois ("**BCA**"). JAC and AIS are the constituent corporations in the Merger.
- SECOND:** An Agreement of and Plan of Reorganization dated as of January 26, 1999 (the "**Agreement of Merger**"), setting forth the plan of merger, has been approved, adopted, certified, executed and acknowledged by JAC and by AIS in accordance with the provisions of subsection (c) of Section 252 of the DGCL and Section 5/11.25 of the BCA.
- THIRD:** The surviving corporation of the Merger shall be AIS.
- FOURTH:** Upon the effectiveness of the Merger, the articles of incorporation of AIS shall be the articles of incorporation of the Surviving Corporation.
- FIFTH:** The executed Agreement of Merger is on file at the principal place of business of AIS, the Surviving Corporation, at 161 North Clark Street, Suite 1350, Chicago, Illinois 60601.
- SIXTH:** A copy of the executed Agreement of Merger will be furnished by AIS, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.

SEVENTH: The Surviving Corporation is a corporation formed and existing under the laws of the State of Illinois.

EIGHTH: AIS, the Surviving Corporation, hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of IAC, as well as for enforcement of any obligations of AIS arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and AIS hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings, and a copy of such process shall be mailed by the Secretary of State to AIS at the following address: c/o General Counsel, 161 North Clark Street, Suite 1350, Chicago, Illinois 60601.

IN WITNESS WHEREOF, American Information Systems, Inc. has caused this Certificate of Merger to be executed by its duly authorized President as of February 1, 1999.

AMERICAN INFORMATION SYSTEMS, INC.

By: 
Gary Tarr, President and Chief Executive
Officer