

08-31-1999

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8/28/99



Please print

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Remarks:
1 copy thereof.

1. Name of conveying party(ies):

Credit Management Solutions, Inc.

Individual(s) Association

General Partnership

Limited Partnership

Corporation-Maryland

Other _____

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

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

Name: Credit Management Solutions, Inc.

Internal Address: _____

Street Address: 5950 Symphony Woods Road, Suite 301

City: Columbia State: Maryland Zip: 21044

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation Delaware

Other _____

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other _____

Execution Date: November 15, 1996

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 names(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,189,576; 1,923,494; 1,901,891

Additional numbers attached? Yes No

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

Name: **Mark B. Harrison, Esq.**

Internal Address: **VENABLE**

Street Address: **1201 New York Ave, N.W.
Suite 1000
Washington, D.C. 20005-3917**

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-3700

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

08/31/1999 DMGUYEN 00000066 193700 2189576

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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.

Mark B. Harrison, Esq.
Name of Person Signing

Signature

8/28/99
Date

Total number of pages comprising cover sheet: 1

State of Delaware
Office of the Secretary of State

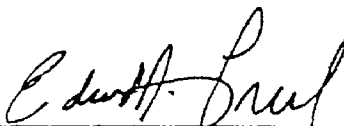
PAGE 1

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 MERGER, WHICH MERGES:

"CREDIT MANAGEMENT SOLUTIONS, INC.", A MARYLAND CORPORATION, WITH AND INTO "CREDIT MANAGEMENT SOLUTIONS, INC." UNDER THE NAME OF "CREDIT MANAGEMENT SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



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960367482



Edward J. Freel, Secretary of State

AUTHENTICATION: 8240639

DATE: 12-16-96

CERTIFICATE OF MERGER
(DELAWARE)

1. The name and state of incorporation for each of the constituent corporations is Credit Management Solutions, Inc., a Maryland Corporation ("CMSI-MD") and Credit Management Solutions, Inc., a Delaware Corporation ("CMSI-DEL").

2. An Agreement and Plan of Merger, dated November 15, 1996 (the "Plan"), whereby CMSI-MD will merge with and into CMSI-DEL, and CMSI-DEL will be the surviving corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Credit Management Solutions, Inc., a Delaware corporation.

4. The certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of CMSI-DEL, which is 5950 Symphony Woods Road, Suite 301, Columbia, MD 21044, and a copy of the Plan will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

6. The authorized capital stock of CMSI-MD is 10,000,000 shares of common stock, par value \$.01 per share.

IN WITNESS WHEREOF, the undersigned have set their hands this 15 day of November, 1996 on behalf of the surviving corporation.

CREDIT MANAGEMENT SOLUTIONS INC.,
A DELAWARE CORPORATION

Attest:


Miles H. Grody
Secretary

By:


James R. DeFrancesco