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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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

1. Name of conveying party(ies): Automotive Information Systems, Inc.

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

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

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

Name: Automotive Information Systems, Inc.
 Internal Address: _____
 Street Address: 645 East Missouri Avenue, Suite 400
 City: Phoenix State: AZ ZIP: 85012

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

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

3. Nature of conveyance:

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

Execution Date: September 7, 1999

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

A. Trademark Application No.(s) **See attached Schedule A**

B. Trademark Registration No.(s) **See attached Schedule A**

Additional numbers attached? Yes No

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

Name: Kristopher E. Ahrend, Esq.
 Internal Address: Simpson Thacher & Bartlett

 Street Address: 425 Lexington Avenue

 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 165 E

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

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.

Kristopher E. Ahrend, Esq.
 Name of Person Signing

K Ahrend
 Signature

10/13/99
 Date

Total number of pages comprising cover sheet: 5

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

10/18/1999 DMGUYEN 00000257 2189598

01 FC:481 40.00 DP
 02 FC:482 125.00 DP

TRADEMARK
 REEL: 001974 FRAME: 0980

Schedule A

Automotive Information Systems, Inc

Trademarks

<u>Title</u>	<u>Reg. No./App. No.</u>
IDENTIFIX	2,189,598
AUTOSHOP ON LINE	2,126,032
AUTOLINE TELEDIAGNOSIS	1,669,743
REPAIR-TRAC	75/603,934
ASK US	75/203,747
DIAGRAMS-ONLINE	75/562,286

CERTIFICATE OF MERGER
OF
AUTOMOTIVE INFORMATION SYSTEMS, INC., a Minnesota corporation
WITH AND INTO

AIS MERGER SUB, INC., a Delaware corporation

PURSUANT TO SECTION 252 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned corporation hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Automotive Information Systems, Inc.	Minnesota
AIS Merger Sub, Inc.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is AIS Merger Sub, Inc., a Delaware corporation.

FOURTH: Upon the effectiveness of the merger, Article I of the Certificate of Incorporation of AIS Merger Sub, Inc., a Delaware corporation, shall be amended and restated as follows:

"The name of this corporation is: Automotive Information Systems, Inc."

and such Certificate of Incorporation, as amended, shall be the Certificate of Incorporation of the surviving corporation.

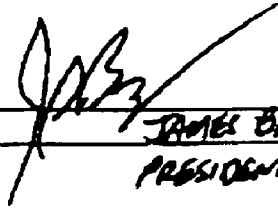
FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 645 East Missouri Ave., Suite 400, Phoenix, Arizona 85012.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Automotive Information Systems, Inc. consists of 19,100,000 shares of common stock, \$0.01 par value per share, and 900,000 shares of Series A convertible preferred stock, \$1.00 par value per share.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be signed by a duly authorized officer this 7th day of September, 1999.

AIS Merger Sub, Inc.

By: 
Name: JAMES FALLON
PRESIDENT

EA99242D.029/4+

Schedule A

Automotive Information Systems, Inc

Patents

Title

Reg. No.

Diagnostic System for an Engine Employing
Collection of Exhaust Gases

5,572,424