

12-06-1999



Form PTO-1594

MPD 11/18/99

U.S. DEPT OF COMMERCE
Patent & Trademark Office

101215186

To the Honorable Commissioner of Patents & Trademarks

documents or copy thereof.

1. Name of conveying party(ies):
Electronic Data Systems Corporation

- Individual(s)
- Association
- Corporation - State of Texas
- General Partnership
- Limited Partnership
- Other

Additional name(s) and address(es) attached?
 Yes No

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

Name:
Electronic Data Systems Corporation

Internal Address:
5400 Legacy Drive, M/S H3-3A-05
Plano, Texas 75075

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

If assignee is not domiciled in the U.S., a domestic representative designation is attached: Yes No
(Designations must be separate from Assignment)

Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:
- Assignment Merger
 - Security Agreement Change of Name
 - Other: _____

Execution Date: July 6, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,278,615

Additional numbers attached? Yes No

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

L. Joy Griebenow
ELECTRONIC DATA SYSTEMS CORPORATION
5400 Legacy Drive
M/S H3-3A-05
Plano, Texas 75024

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40.00
 Enclosed
 Any deficiencies or overpayments are authorized to be charged to or credited to deposit account

8. Deposit Account Number: 05-0765

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40.00 CH

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.

L. Joy Griebenow
Name of Person Signing

L. Joy Griebenow 11-15-99
Signature Date

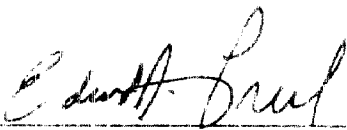
Total number of pages including cover sheet, attachments, and documents: 4

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:

"ELECTRONIC DATA SYSTEMS CORPORATION", A TEXAS CORPORATION, WITH AND INTO "ELECTRONIC DATA SYSTEMS HOLDING CORPORATION" UNDER THE NAME OF "ELECTRONIC DATA SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF JUNE, A.D. 1996, AT 3:35 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2387022 8100M

960324583

AUTHENTICATION: 8188593

DATE: 11-13-96

TRADEMARK
REEL: 001995 FRAME: 0307

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING
ELECTRONIC DATA SYSTEMS CORPORATION,
a Texas corporation,

INTO
ELECTRONIC DATA SYSTEMS HOLDING CORPORATION,
a Delaware corporation

(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

Electronic Data Systems Holding Corporation, a Delaware corporation (the "Parent Corporation"), hereby certifies as follows:

FIRST: That the Parent Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Parent Corporation owns all of the outstanding shares of the capital stock of Electronic Data Systems Corporation, a Texas corporation (the "Subsidiary").

THIRD: That the Parent Corporation, by the resolutions of its Board of Directors duly adopted on May 31, 1996, a copy of which are attached hereto as Appendix 1 and made a part hereof, has duly authorized the merger of the Subsidiary into the Parent Corporation on the conditions set forth in such resolutions.

FOURTH: That the name of the Parent Corporation shall be changed to:

ELECTRONIC DATA SYSTEMS CORPORATION

FIFTH: That the merger will become effective at 8:00 a.m., Eastern Time, on June 7, 1996.

IN WITNESS WHEREOF, said Parent Corporation has caused this certificate to be signed by D. Gilbert Friedlander, its authorized officer, on the 6th day of June, 1996.

ELECTRONIC DATA SYSTEMS HOLDING
CORPORATION

By: D. Gilbert Friedlander
D. Gilbert Friedlander, Vice President

ATTEST:

By: Storrow M. Gordon
Storrow M. Gordon, Assistant Secretary

APPENDIX 1
TO
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ELECTRONIC DATA SYSTEMS CORPORATION,
a Texas corporation,
INTO
ELECTRONIC DATA SYSTEMS HOLDING CORPORATION,
a Delaware corporation

RESOLUTIONS OF BOARD OF DIRECTORS
OF
ELECTRONIC DATA SYSTEMS HOLDING CORPORATION
(the "Company")

RESOLVED, that the Board of Directors of the Company hereby approves the merger of Electronic Data Systems Corporation, a Texas corporation ("EDS Texas"), with and into the Company (the "EDS Merger" and, collectively with the Interco Merger, the "Reincorporation Mergers") pursuant to Section 253 of the Delaware General Corporation Law and Article 5.16 of the Texas Business Corporation Act (the "TBCA"), which merger shall be effective immediately following the effective time of the Interco Merger,

RESOLVED, that the Restated Certificate of Incorporation and By-laws of the Company in effect at the time of the EDS Merger shall be the Certificate of Incorporation and By-laws, respectively, of the Company as the surviving corporation of the EDS Merger, provided, however, that the Restated Certificate of Incorporation of the Company shall be amended to provide that the name of the Company shall be "Electronic Data Systems Corporation" effective as of the effective time of the EDS Merger,

RESOLVED, that the directors and officers of the Company at the time of the EDS Merger shall be the directors and officers, respectively, of the Company as the surviving corporation of the EDS Merger, and

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized to take such action and to execute such documents as they deem necessary or appropriate to implement and to otherwise carry out the EDS Merger, including, without limitation, the execution and filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, the execution and filing of Articles of Merger with the Secretary of State of the State of Texas, and the execution of an Agreement and Plan of Merger.