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To the Honorable (



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documents or copy thereof.

1. Name of conveying

Workscap

02-22-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #30

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tion

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

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

3. Nature of conveyance:

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

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Workscap, Inc.

Internal Address: _____

Street Address: 16 Tech Circle

City: Natick State: MA ZIP: 01760

- 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

(Designations must be a separate document from assignment)

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

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

A. Trademark Application No.(s)

S/N 75/687733

S/N 75/719539

S/N 75/689249

B. Trademark Registration No.(s)

2,221,068

Additional numbers attached? Yes No

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

Name: Michael Melford, Esq.

Internal Address: _____

Street Address: 12 Brattle Circle

City: Cambridge State: MA ZIP: 02138-4625

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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

03/22/2000 DANGUYEN 00000187 75607733

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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.

Michael Melford
Name of Person Signing

Michael Melford
Signature

2-14-00
Date

Total number of pages including cover sheet, attachments, and document: 6

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

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:

"WORKSCAPE, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "WORKSCAPE, INC." UNDER THE NAME OF

"WORKSCAPE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 5 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

3081625 8100M

991408333

AUTHENTICATION: 9996239

DATE: 09-28-99

CERTIFICATE OF OWNERSHIP AND MERGER

OF

WORKSCAPE, INC.,
a Massachusetts corporation,

into

WORKSCAPE, INC.,
a Delaware corporation

It is hereby certified that:

1. Workscope, Inc. (hereinafter called the "Massachusetts Corporation") is a corporation of the Commonwealth of Massachusetts, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.
2. The Massachusetts Corporation, as the issuer of all of the outstanding shares of the stock of Workscope, Inc. (hereinafter called the "Delaware Corporation"), hereby merges itself into the Delaware Corporation, a corporation of the State of Delaware.
3. The following is a copy of the resolutions adopted on the 31st day of August, 1999, by the Board of Directors of the Massachusetts Corporation to merge the Massachusetts Corporation into the Delaware Corporation:

"NOW, THEREFORE, BE IT RESOLVED, that the Massachusetts Corporation be reincorporated under the laws of the State of Delaware by merging itself with and into the Delaware Corporation pursuant to the laws of the Commonwealth of Massachusetts and the State of Delaware as hereinafter provided, so that the separate existence of the Massachusetts Corporation shall cease as soon as the Merger shall become effective, and thereupon the Massachusetts Corporation and the Delaware Corporation will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

RESOLVED FURTHER, that the terms and conditions of the proposed Merger are as follows:

(a) From and after the effective time of the Merger, all of the estate, property, rights, privileges, powers and franchises of the Massachusetts Corporation shall become vested in and be held by the Delaware Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Massachusetts Corporation, and the Delaware Corporation shall assume all of the obligations of the Massachusetts Corporation.

(b) Each share of Class A Common Stock, \$0.01 par value, of the Massachusetts Corporation (the "Massachusetts Corporation Class A Common Stock") which shall be issued and outstanding immediately prior to the effective time of the Merger shall be converted into one

issued and outstanding share of Class A Common Stock, \$0.01 par value, of the Delaware Corporation (the "Delaware Corporation Class A Common Stock"), and, from and after the effective time of the Merger, the holders of all of said issued and outstanding shares of the Massachusetts Corporation Class A Common Stock shall automatically be and become holders of shares of the Delaware Corporation Class A Common Stock upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(c) Each share of Class B Common Stock, \$0.01 par value, of the Massachusetts Corporation (the "Massachusetts Corporation Class B Common Stock") which shall be issued and outstanding immediately prior to the effective time of the Merger, if any, shall be converted into one issued and outstanding share of Class B Common Stock, \$0.01 par value, of the Delaware Corporation (the "Delaware Corporation Class B Common Stock"), and, from and after the effective time of the Merger, the holders of all of said issued and outstanding shares of the Massachusetts Corporation Class B Common Stock shall automatically be and become holders of shares of the Delaware Corporation Class B Common Stock upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(d) Each share of Series A Convertible Preferred Stock, \$0.01 par value, of the Massachusetts Corporation (the "Massachusetts Corporation Series A Convertible Preferred Stock") which shall be issued and outstanding immediately prior to the effective time of the Merger shall be converted into one issued and outstanding share of Series A Convertible Preferred Stock, \$0.01 par value, of the Delaware Corporation (the "Delaware Corporation Series A Convertible Preferred Stock"), and, from and after the effective time of the Merger, the holders of all of said issued and outstanding shares of the Massachusetts Corporation Series A Convertible Preferred Stock shall automatically be and become holders of shares of the Delaware Corporation Series A Convertible Preferred Stock upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(e) Each share of Series B Convertible Preferred Stock, \$0.01 par value, of the Massachusetts Corporation (the "Massachusetts Corporation Series B Convertible Preferred Stock") which shall be issued and outstanding immediately prior to the effective time of the Merger shall be converted into one issued and outstanding share of Series B Convertible Preferred Stock, \$0.01 par value, of the Delaware Corporation (the "Delaware Corporation Series B Convertible Preferred Stock"), and, from and after the effective time of the Merger, the holders of all of said issued and outstanding shares of the Massachusetts Corporation Series B Convertible Preferred Stock shall automatically be and become holders of shares of the Delaware Corporation Series B Convertible Preferred Stock upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(f) Each share of Series C Preferred Stock, \$0.01 par value, of the Massachusetts Corporation (the "Massachusetts Corporation Series C Preferred Stock," and together with the Massachusetts Corporation Class A Common Stock, the Massachusetts Corporation Class B Common Stock, the Massachusetts Corporation Series A Convertible Preferred Stock and the Massachusetts Corporation Series B Convertible Preferred Stock, the "Massachusetts Corporation Capital Stock") which shall be issued and outstanding immediately prior to the effective time of the Merger shall be converted into one issued and outstanding share of Series C Preferred Stock, \$0.01 par value, of the Delaware Corporation (the "Delaware Corporation Series C Preferred Stock," and together with the Delaware Corporation Class A Common Stock, the Delaware Corporation Class B Common Stock, the Delaware Corporation Series A Convertible Preferred Stock and the Delaware Corporation Series B Convertible Preferred Stock, the "Delaware Corporation Capital Stock"), and, from and after the effective time of the Merger, the holders of all of said issued and outstanding shares of Massachusetts Corporation Series C Preferred Stock shall automatically be and become holders of shares of the Delaware Corporation Series C Preferred Stock upon the basis above specified, whether or not certificates representing said shares are then issued and delivered.

(g) Each share of the Massachusetts Corporation Capital Stock that is (i) owned by the Massachusetts Corporation as treasury stock, or (ii) authorized but unissued, shall, by virtue of the Merger and without any action on the part of the Massachusetts Corporation or the Delaware Corporation, cease to be outstanding, be canceled and retired without payment of any consideration therefor and cease to exist.

(h) After the effective time of the Merger, each holder of record of any outstanding certificate or certificates theretofore representing the Massachusetts Corporation Capital Stock may surrender the same to the Delaware Corporation at its office in 16 Tech Circle, Natick, Massachusetts 01760 and such holder shall be entitled upon surrender to receive in exchange therefor a certificate or certificates representing an equal number and type of shares of the Delaware Corporation Capital Stock. Until so surrendered, each outstanding certificate which prior to the effective time of the Merger represented one or more shares of the Massachusetts Corporation Capital Stock shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of the Delaware Corporation Capital Stock.

(i) From and after the effective time of the Merger, the Certificate of Incorporation and the Bylaws of the Delaware Corporation shall be the Certificate of Incorporation and the Bylaws of the Delaware Corporation as in effect immediately prior to such effective time. Said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

(j) From and after the effective time of the Merger, the members of the Board of Directors and officers of the Surviving Corporation shall be the members of the Board of Directors and the corresponding officers of the Delaware Corporation immediately prior to such effective time.


(k) From and after the effective time of the Merger, the assets and liabilities of the Massachusetts Corporation and of the Delaware Corporation shall be entered on the books and records of the Delaware Corporation at the amounts at which they shall be carried at such time on the respective books of the Massachusetts Corporation and of the Delaware Corporation, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the Merger, and, subject to such action as may be taken by the Board of Directors of the Delaware Corporation, in accordance with generally accepted accounting principles, the capital and surplus of the Delaware Corporation shall be equal to the capital and surplus of the Massachusetts Corporation and of the Delaware Corporation.

RESOLVED FURTHER, that in the event that the Merger shall not be terminated, the proper officers of the Massachusetts Corporation be, and they hereby are, authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself with and into the Delaware Corporation and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the Commonwealth of Massachusetts, the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect the Merger."

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by the Massachusetts Corporation in accordance with the laws under which it is organized.

Signed on: August 31, 1999.

WORKSCAPE, INC.,
a Massachusetts corporation

By: 
James G. Carlson
Its: President