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04-17-2000

U.S. Department of Commerce
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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)
Document ID #
- Correction of PTO Error
Reel # Frame #
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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

Execution Date
Month Day Year

Name

Formerly

- 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/KA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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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04/17/2000 DNGUYEN 00000004 75242207

01 FC:481
02 FC:482
(40.00 OP)
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Mail documents to be recorded with required cover sheet(s) information to:
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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

(734) 761-3780

Name

Susan M. Kornfield

Address (line 1)

Bodman, Longley & Dahling LLP

Address (line 2)

110 Miller, Suite 300

Address (line 3)

Ann Arbor, Michigan 48104

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).

Trademark Application Number(s)

Registration Number(s)

75242207

2311235

Number of Properties

Enter the total number of properties involved.

#

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

65.00

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:

#

02-2880

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.

Susan M. Kornfield

March 14, 2000

Name of Person Signing

Signature

Date Signed

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the *CERTIFICATE OF MERGER*

for

ROSEBUD SOLUTIONS, LLC

ID NUMBER: B38538

received by facsimile transmission on April 23, 1999 is hereby endorsed

Filed on April 26, 1999 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Effective Date: May 1, 1999.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 26th day of April, 1999.



Julie Coll

, Director

Corporation, Securities and Land Development Bureau

Sent by Facsimile Transmission 06780

C&S 550m (Rev. 10/98)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received

(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name Timothy R. Damschroder
Bodman, Longley & Dahling LLP
Address 110 Miller, Suite 300
City Ann Arbor State MI Zip Code 48104

EFFECTIVE DATE: May 1, 1999
Expiration date for new assumed names: December 31,
Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:
a. The name of each constituent entity and its identification number is:
Rosebud Solutions, LLC, a Michigan limited liability company B 38538
Rosebud Solutions, LP, a Texas limited partnership 93621-10
b. The name of the surviving (new) entity and its identification number is:
Rosebud Solutions, LLC, a Michigan limited liability company B 38538
Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:
411 E. Washington St., Ann Arbor, Michigan 48104

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)
The merger (consolidation) shall be effective on the 1st day of May, 1999

3. Complete for Profit Corporations only

N/A

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

By _____
(Signature of Authorized Officer or Agent)

(Type or print name)

(Name of Corporation)

By _____
(Signature of Authorized Officer or Agent)

(Type or print name)

(Name of Corporation)

4. Complete for any Limited Liability Companies only

Check one of the following:

- There are no changes to be made to the Articles of Organization of the surviving limited liability company.
- The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The manner and basis of converting the membership interests are as follows: Each one percent (1%) Percentage Interest in Rosebud Solutions, LP, a Texas limited partnership, shall automatically be converted into 6,278.06 Class A Units of Rosebud Solutions, LLC, a Michigan limited liability company; and each one percent (1%) of Class II Limited Partnership Interest in Rosebud Solutions, LP, a Texas limited partnership, shall automatically be converted into 6,278.06 Class B Units of Rosebud Solutions, LLC, a Michigan limited liability company.

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 21st day of April, 19 99

By Alicia Torres (Signature of Member or Manager)

Alicia Torres, Manager (Type or Print Name)

Rosebud Solutions, LLC, a Michigan limited liability company (Name of Limited Liability Company)

Signed this _____ day of _____, 19 _____

By _____ (Signature of Member or Manager)

(Type or Print Name)

(Name of Limited Liability Company)

5. Complete for any Limited Partnership only

The Plan of Merger/Consolidation was approved by the partners of each constituent limited partnership in accordance with section 210(3) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

The manner and basis of converting the partnership interests are as follows:
See item 4 above.

- Check one of the following:
[] The survivor is a limited partnership and there are no changes to be made to its Certificate of Limited Partnership.
[] The survivor is a domestic limited partnership. Its Certificate of Limited Partnership is amended as a result of the merger. A Restated Certificate of Limited Partnership is attached.
[] The survivor is a foreign limited partnership organized in the state of ... A copy of its Certificate of Limited Partnership as amended as a result of the merger is attached.
[] A new domestic limited partnership is created as a result of the consolidation. Its Certificate of Limited Partnership is attached.
[] A new limited partnership from the state of ... is created as a result of the consolidation. A copy of its Certificate of Limited Partnership or similar document is attached.
[] The survivor is a domestic business organization other than a limited partnership. The organizing or governing documents of the surviving business organization are amended as a result of the merger. A statement of these changes is attached.
[] A new business organization from the state of ... is created as a result of the consolidation. A copy of the organizing or governing documents of this new business organization are attached.
[X] The survivor is a business organization from the state of Michigan. A copy of its organizing or governing documents is attached. These documents are amended as a result of the merger. A statement of these changes is attached.

Signed this 21st day of April, 19 99

Signed this ___ day of ___, 19__

Rosebud Solutions, LP, a Texas limited partnership

(Name of Limited Partnership)

Rosebud Solutions & Consulting, L.L.C., By a Texas limited liability company

By _____

By: Alicia M. Torres, Its: President

(Signature of General Partner)

Signature

(Type or Print Name)