

06-19-2000

S-26-W



FORM PTO-1594 (Rev. 6-93)

101383785

SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies):
 Research and Management Systems, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-Maryland

Other _____

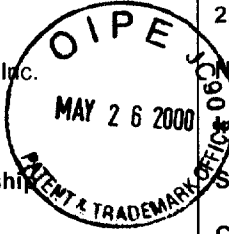
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger

Security Agreement Change of Name

Other _____

Execution Date: January 18, 2000



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

Internal Address: _____

Street Address: 555 Quince Orchard Road, Suite 200

City: Gaithersburg State: Maryland ZIP 20878

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation- 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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75/757431

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Cooley Godward LLP

Internal Address: _____
Peter J. Willsey, Esq.

Street Address: 11951 Freedom Drive
One Freedom Square, Reston Town Center

City: Reston State: VA ZIP 20190-5601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):. \$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:
03-3118
 (Attach 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.

Peter J. Willsey May 26, 2000
 Peter J. Willsey, Esq. Date

Total number of pages including cover sheet, attachments, and document: 9

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

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Office of the Secretary of State

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:

"RESEARCH AND MANAGEMENT SYSTEMS, INC.", A MARYLAND CORPORATION,

WITH AND INTO "SCIENCEWISE, INC." UNDER THE NAME OF "SCIENCEWISE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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



3151923 8100M

001028134

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0207562

DATE: 01-19-00

TRADEMARK
REEL: 002089 FRAME: 0232

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
RESEARCH AND MANAGEMENT SYSTEMS, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law, Research and Management Systems, Inc., a corporation organized and existing under and by virtue of the laws of the State of Maryland,

DOES HEREBY CERTIFY:

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

<u>NAME:</u>	<u>STATE OF INCORPORATION:</u>
ScienceWise, Inc. (Subsidiary)	Delaware
Research and Management Systems, Inc. (Parent)	Maryland

SECOND: The constituent corporations have approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger dated as of January 14, 2000 ("Plan of Merger") in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation shall be ScienceWise, Inc.

FOURTH: The Certificate of Incorporation of ScienceWise, Inc., a Delaware corporation ("ScienceWise"), shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: Research and Management Systems, Inc., a Maryland corporation ("RAMS"), is the sole stockholder of ScienceWise.

SIXTH: The Board of Directors of RAMS has adopted the resolutions attached as Exhibit A hereto approving the Plan of Merger and the merger of RAMS with and into ScienceWise, as of January 14, 2000.

SEVENTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by RAMS in accordance with the laws of the State of Maryland.

EIGHTH: An executed copy of the Plan of Merger is on file at the office of ScienceWise, Inc., the surviving corporation, located at 555 Quince Orchard Road, Suite 360, Gaithersburg, Maryland 20878-1437, and a copy of such agreement will be furnished, without cost, at the request of any member or stockholder of the constituent corporations.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Research and Management Systems, Inc., a Maryland corporation, has caused this certificate to be signed by its duly authorized representative on January 8, 2000.

ATTEST:

**RESEARCH AND MANAGEMENT
SYSTEMS, INC.,**
a Maryland corporation

By: B. Michael Mongan
B. Michael Mongan
Secretary

By: John A. Rodman
John A. Rodman
President

EXHIBIT A
RAMS BOARD RESOLUTIONS

31824 v1/RE
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**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF
RESEARCH AND MANAGEMENT SYSTEMS, INC.
IN LIEU OF A MEETING**

The undersigned, being all of the directors of Research and Management Systems, Inc., a Maryland corporation (the "Company"), hereby take the following actions by unanimous written consent without a meeting, pursuant to Section 2-408 of the Maryland General Corporation Law, and hereby directs that this consent be filed with the minutes of the proceedings of the Board of Directors of the Company:

F-reorganization

WHEREAS, the Company's Board of Directors has determined that it is in the best interests of the Company and its shareholders to reorganize the Company in Delaware, and in order to do so, to form ScienceWise, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company ("ScienceWise"), and to recommend to the Company's shareholders that they approve the merger of the Company with and into ScienceWise (the "Merger") in accordance with that certain Agreement and Plan of Reorganization attached hereto as Exhibit A (the "Plan"); and

WHEREAS, the Merger is intended to qualify as a tax free reorganization under Section 368 (a)(1)(F) of the Internal Revenue Code.

RESOLVED, that the Company enter into the Plan, substantially in the form presented to the Board of Directors, with such changes and modifications therein as the officers executing the same shall approve (such approval to be conclusively evidenced by such officer's execution thereof), and that the appropriate officers of the Company be and hereby are authorized and directed to execute and deliver the Plan and to take all actions that they may deem necessary and appropriate in connection therewith;

RESOLVED, that the officers of the Company are hereby authorized and directed to take all necessary actions to (i) form ScienceWise by filing the Certificate of Incorporation, attached hereto as Exhibit B, with the Delaware Secretary of State; (ii) subscribe for one (1) share of the Common Stock of ScienceWise; and (iii) take all action on behalf of the Company, as sole stockholder of ScienceWise, necessary to consent to and approve the Merger;

RESOLVED, that the terms of the Merger be submitted to the Company's shareholders for their approval in accordance with the applicable provisions of the Maryland General Corporation Law;

RESOLVED, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of the Company issued and outstanding immediately prior thereto shall by virtue of the Merger be converted into and exchanged for one (1) fully paid and nonassessable share of capital stock of ScienceWise having the same rights and privileges as the capital stock of the Company being so converted; and

RESOLVED, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of ScienceWise issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by ScienceWise, or the holder of such shares, be canceled and returned to the status of authorized but unissued shares; and

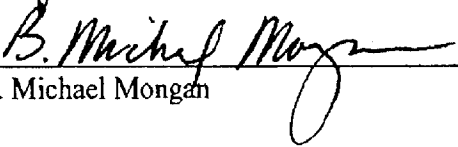
RESOLVED, that the officers of the Company be and hereby are authorized and directed to execute, deliver, perform, file and record all such documents or instruments and take all such actions as such officers in their discretion may deem necessary or desirable in connection with the foregoing resolutions in order to consummate the intents and purposes thereof.

[SIGNATURE PAGE FOLLOWS]

The undersigned, being the Directors of the Company, do hereby consent to the foregoing action as of the 14th day of January, 2000.



John A. Rodman



B. Michael Mongan