

07-24-2000

2 SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



Y 7.17.00

Tab settings

To the Honorable Commissioner.

101412701

See attached original documents or copy thereof.

1. Name of conveying party (ies):

TOTAL ADMINISTRATIVE BENEFIT SYSTEMS, INC.
1660 Prudential Drive
Jacksonville, FL 32207

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

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

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

SUNGARD CORBEL INC.
1660 Prudential Drive
Jacksonville, FL 32207

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



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3. Nature of Conveyance:

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

Execution Date: December 31, 1999

If assignee is not domiciled in the United States, a domestic representative designator 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) listed below

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: GLENN A. GUNDERSEN
DECHERT, PRICE & RHOADS
4000 BELL ATLANTIC TOWER
1717 ARCH STREET
PHILADELPHIA, PA. 19103-2793
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41)\$440.00
 Enclosed
 Authorized to be charged to deposit account
(Including any underpayment)

8. Deposit account number: 04-0475
(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.

Glenn A. Gundersen
Name of Person Signing

Signature

July 17, 2000
Date

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

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

SCHEDULE A

name change from Corbel & Co. to SunGard Corbel Inc.

Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
PPD	75-625,899	January 25, 1999
PPD and Design	75-625,894	January 25, 1999
PENSION PUBLICATIONS OF DENVER	75-625,880	January 25, 1999
FILING WIZARD	75-276,891	April 17, 1997

Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
PENSION EDUCATOR SERIES	2,351,717	May 23, 2000
SCORE!	2,280,513	September 28, 1999
PERSONAL and Design	2,054,923	April 22, 1997
AUTODOC PLUS	1,876,463	January 31, 1995
AUTODOC PRO	1,873,710	January 17, 1995
THE PENSION EDUCATOR SERIES	1,776,121	June 8, 1993
AUTODOC	1,664,584	November 12, 1991
CORBEL INSIGHTS	1,381,348	February 4, 1986
GOLD	1,248,593	August 16, 1983
CORBEL & CO.	1,216,053	November 9, 1982
KEEPING TABS	1,324,500	March 12, 1985
PENTABS	1,338,300	May 28, 1985
PENTABS (stylized)	1,256,690	November 8, 1983

ARTICLES OF MERGER

OF

CORBEL & CO.,
(a Florida corporation)

INTO

TOTAL ADMINISTRATIVE BENEFIT SYSTEMS, INC.,
(a California corporation)

FILED
99 DEC 22 PM 4:05
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, section 607.1105, the following domestic and foreign business corporations herein named do hereby submit the following Articles of Merger:

FIRST: The name and state of incorporation of each corporation is Corbel & Co., a Florida corporation ("Corbel"), merging with and into Total Administrative Benefit Systems, Inc., a California corporation ("TABS").

SECOND: The Agreement of Merger, dated as of December 15, 1999 (the "Agreement"), in the form attached as Exhibit A, was duly approved on December 15, 1999 by the unanimous written consent of the sole shareholder of each corporation in accordance with the provisions of the Florida Business Corporation Act.

THIRD: The merger of Corbel with and into TABS is permitted by the laws of the jurisdiction of organization of TABS and has been authorized in compliance with said laws.

FOURTH: The merger shall be effective on December 31, 1999 at 11:59 p.m. (E.S.T.).

Dated: December 15, 1999

EFFECTIVE DATE
12-31-99

CORBEL & CO.

By: Donald D. Mackanos
Donald D. Mackanos, President

TOTAL ADMINISTRATIVE BENEFIT SYSTEMS,
INC.

By: Donald D. Mackanos
Donald D. Mackanos, President

AGREEMENT OF MERGER

EXHIBIT A

Parties: **CORBEL & CO.,**
a Florida corporation ("Corbel"),
1660 Prudential Drive
Jacksonville, FL 32207

TOTAL ADMINISTRATIVE BENEFIT SYSTEMS, INC.,
a California corporation ("TABS"),
1660 Prudential Drive
Jacksonville, FL 32207

Dated: December 15, 1999

Background: Corbel is the parent corporation of TABS and a subsidiary of SunGard Investment Ventures, Inc. ("Sole Shareholder"). For various business and tax reasons, the Sole Shareholder and Board of Directors of Corbel and TABS have each determined that it is in the best interests of each corporation that Corbel be merged with and into TABS with TABS as the surviving corporation becoming a direct subsidiary of the Sole Shareholder. The merger of Corbel with and into TABS (the "Merger") will be effected on the terms stated in this Agreement of Merger (the "Agreement"). Accordingly, the Sole Shareholder of Corbel and the respective Board of Directors of Corbel and of TABS have each unanimously adopted resolutions approving the Merger and the Agreement in the manner required by the laws of their respective jurisdictions. Accordingly, Articles of Merger and the Agreement will be executed and filed with the Secretary of the State of Florida and the appropriate Officer's Certificates and the Agreement will be executed and filed with the Secretary of the State of California.

INTENDING TO BE LEGALLY BOUND, Corbel and TABS hereby adopt this Agreement, and agree that Corbel shall be merged with and into TABS on the following terms:

1. **Merger.** On the Effective Date (as defined below), Corbel shall be merged with and into TABS in accordance with this Agreement and in compliance with the Florida Business Corporation Act and the California Corporations Code, and the Merger shall have the effect provided for under such laws. TABS (sometimes referred to below as the "Surviving Corporation") shall be the Surviving Corporation of the Merger and shall continue to exist and to be governed by the laws of the State of California. The corporate existence and identity of TABS, with its purposes and powers, shall continue unaffected and unimpaired by the Merger, and TABS shall succeed to and be fully vested with the corporate existence and identity of both Corbel and TABS. The separate corporate existence and identity of Corbel shall cease upon the Effective Date, and Corbel and TABS shall be a single California corporation. On the Effective Date, all outstanding shares of capital stock of Corbel shall be cancelled, and all outstanding shares of capital stock of TABS shall be unaffected by the Merger. The directors and officers of TABS on the Effective Date will continue as the directors and officers of the Surviving Corporation.

2. **Name and Registered Office of Surviving Corporation.** On the Effective Date, the name of the Surviving Corporation shall be SunGard Corbel Inc. with its registered agent being C T Corporation System, located at 818 West Seventh Street, Los Angeles, CA 90017.

3. **Articles of Incorporation.** Immediately after the Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as before the Merger, except that the Surviving Corporation's name shall be changed to SunGard Corbel Inc.

4. **Bylaws.** Immediately after the Merger, the bylaws of the Surviving Corporation shall be the same as before the Merger.

5. **Effective Date.** As used in this Agreement, "Effective Date" shall mean December 31, 1999 at 11:59-p.m. (E.S.T.).

6. **Termination.** This Agreement may be terminated or abandoned at any time before the Effective Date by any party hereto with the due approval of its Board of Directors.

7. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original hereof, and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart hereof.

8. **Severability.** If any provision of this Agreement is construed to be invalid, illegal or unenforceable, then the remaining provisions hereof shall not be affected thereby and shall be enforceable without regard thereto.

9. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation .

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed by their authorized officers and have caused this Agreement to be executed by their duly authorized officers on the day and year first above written.

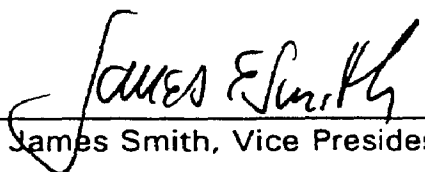
CORBEL & CO.

By: 
Donald D. Mackanos, President

By: 
James Smith, Sr. Vice President

TOTAL ADMINISTRATIVE BENEFIT
SYSTEMS, INC.

By: 
Donald D. Mackanos, President

By: 
James Smith, Vice President



07-17-2000
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 23, 1999

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

Re: Document Number P27060

The Articles of Merger for TOTAL ADMINISTRATIVE BENEFIT SYSTEMS, INC., the surviving California entity, were filed on December 22, 1999, effective December 31, 1999.

Should you have any questions regarding this matter, please feel free to telephone (850) 487-6050, the Amendment Filing Section.

Doug Spitler
Document Specialist
Division of Corporations

Letter Number: 099A00060105

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

RECORDED: 07/17/2000

TRADEMARK
REEL: 002107 FRAME: 0575