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08-24-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

07-17-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #34



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al documents or copy thereof.

To the Honorable Commissioner of Patents and

1. Name of conveying parties:

CORBEL & CO.
1660 Prudential Drive
Jacksonville, FL 32207

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

- Individual(s)
- General Partnership
- Corporations - (both Florida corporations)
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party:

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

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

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

3. Nature of Conveyance:

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

Execution Date: December 31, 1999

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)

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DO NOT USE THIS SPACE

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02 FC:482

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: [7]

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

TRADEMARK
REEL: 002124 FRAME: 0788

SCHEDULE A

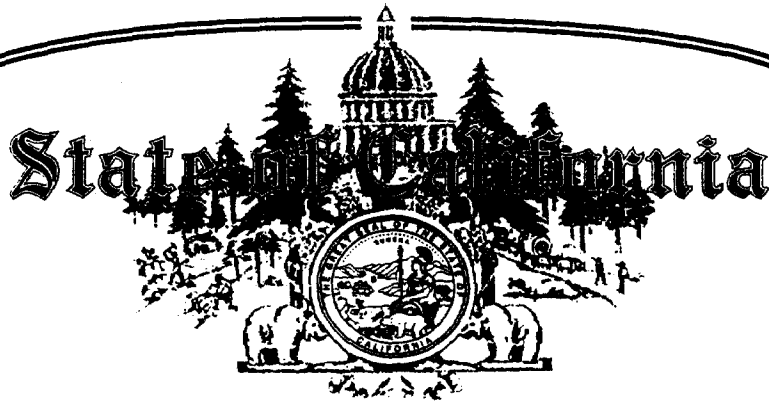
merger of Corbel & Co. and Total Administrative Benefit Systems, Inc.

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



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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

Bill Jones

Secretary of State

AGREEMENT OF MERGER

ENDORSED . FILED
in the office of the Secretary of State
of the State of California

DEC 31 1999

BILL JONES, Secretary of State

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 without consideration, 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 of Surviving Corporation.** On the Effective Date, the name of the Surviving Corporation shall be SunGard Corbel Inc.

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 Article I of the Articles of Incorporation of the Surviving Corporation shall be changed to read "The name of the corporation is 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 officer and have caused this Agreement to be executed by their duly authorized officer on the day and year first above written.

CORBEL & CO.

By: _____

Andrew P. Bronstein, Vice
President

By: _____

Andrew P. Bronstein, Assistant
Secretary

**TOTAL ADMINISTRATIVE BENEFIT
SYSTEMS, INC.**

By: _____

Andrew P. Bronstein, Vice
President

By: _____

Andrew P. Bronstein, Assistant
Secretary

CORBEL & CO.

OFFICER'S CERTIFICATE

I, Andrew P. Bronstein hereby certify and state that:

1. I am Vice President and Assistant Secretary of Corbel & Co., a corporation duly organized and existing under the laws of the State of Florida ("Corbel").

2. The total number of outstanding shares issued and outstanding shares of each class of capital stock of Corbel entitled to vote on the merger is set forth as follows:

<u>Class of Capital Stock</u>	<u>Number Issued and Outstanding</u>
Common Stock	16,586
Series B Common Stock	1,683
Series B Convertible Preferred Stock	15,410

3. The Agreement of Merger, dated as of December 15, 1999 (the "Agreement"), in the form attached was duly approved by the Board of Directors of Corbel and the vote of the sole shareholder of the capital stock of Corbel entitled to vote thereon.

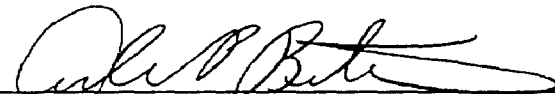
4. The shareholder percentage vote required for the aforesaid approval for the capital stock entitled to vote on the merger is set forth as follows:

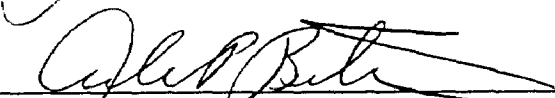
<u>Class of Capital Stock</u>	<u>Percentage Vote Required for Approval</u>
Common Stock	Greater than 50%
Series B Common Stock	Greater than 50%
Series B Convertible Preferred Stock	Greater than 50%

5. The principal terms of the Agreement were approved by a vote of the number of shares of each class of the Corbel stock entitled to vote thereon which equaled or exceeded the vote required.

IN WITNESS WHEREOF, on the date set forth below, the undersigned does hereby declare under penalty of perjury that the statements set forth in said certificate are true of his own knowledge and this Officer's Certificate is hereby executed in Wayne, Pennsylvania.

Dated: December 15, 1999

By: 
Andrew P. Bronstein, Vice President

By: 
Andrew P. Bronstein, Assistant Secretary

**TOTAL ADMINISTRATIVE BENEFIT
SYSTEMS, INC.**

OFFICER'S CERTIFICATE

I, Andrew P. Bronstein hereby certify and state that:

1. I am Vice President and Assistant Secretary of Total Administrative Benefit Systems, Inc., a corporation duly organized and existing under the laws of the State of California ("TABS").

2. The total number of outstanding shares issued and outstanding shares of each class of capital stock of TABS entitled to vote on the merger is set forth as follows:

<u>Class of Capital Stock</u>	<u>Number Issued and Outstanding</u>
Common Stock	435,006

3. The Agreement of Merger, dated as of December 15, 1999 (the "Agreement"), in the form attached was duly approved by the Board of Directors of TABS and the vote of the sole shareholder of the capital stock of TABS entitled to vote thereon.


4. The shareholder percentage vote required for the aforesaid approval for the capital stock entitled to vote on the merger is set forth as follows:

<u>Class of Capital Stock</u>	<u>Percentage Vote Required for Approval</u>
Common Stock	Greater than 50%

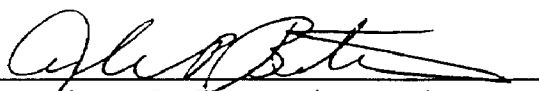
5. The principal terms of the Agreement were approved by a vote of the number of shares of the TABS stock entitled to vote thereon which equaled or exceeded the vote required.

IN WITNESS WHEREOF, on the date set forth below, the undersigned does hereby declare under penalty of perjury that the statements set forth in said certificate are true of his own knowledge and this Officer's Certificate is hereby executed in Wayne, Pennsylvania.

Dated: December 15, 1999

By: 

Andrew P. Bronstein, Vice
President

By: 

Andrew P. Bronstein, Assistant
Secretary