

09-13-2000

U.S. Department of Commerce
Patent and Trademark Office

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8/17/00



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

1. Name of conveying party(ies):
WA Software Ltd.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: Walsh America Limited
Address: 3399 Peachtree Road, N.E.
Lenox Building Suite 700
Atlanta, GE 30326

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 24, 1998

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of 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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2098175

Additional numbers attached? Yes No

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

Baila H. Celedonia, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: _____

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

Enclosed

Any deficiency is authorized to be charged to
Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

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

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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.

Baila H. Celedonia
Name of Person Signing

Baila H. Celedonia
Signature

8/16/00
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

State of Delaware
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:

"WA SOFTWARE LTD.", A DELAWARE CORPORATION,

WITH AND INTO "WALSH AMERICA LIMITED" UNDER THE NAME OF "WALSH AMERICA LIMITED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 2:32 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9271397

DATE: 08-26-98

TRADEMARK
REEL: 002133 FRAME: 0378

CERTIFICATE OF OWNERSHIP AND
MERGER OF SUBSIDIARY INTO PARENT

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
WA SOFTWARE I.T.D.
INTO
WALSH AMERICA LIMITED
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)

Walsh America Limited, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of WA Software Ltd, a Delaware corporation.

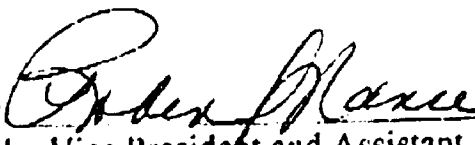
THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 20th day of August 1998, determined to merge into itself WA Software, Ltd. on the conditions set forth in such resolutions:

RESOLVED, That the Corporation merge into itself its wholly-owned subsidiary, WA Software Ltd., and assume all of said subsidiary's liabilities and obligations;

FURTHER RESOLVED, That the Vice President and Assistant Secretary of this Corporation be and she hereby is directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said WA Software Ltd. into this Corporation and to assume said subsidiary's liabilities and obligations and the date of adoption thereof and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this certificate to be signed by Robin Y. Nance, its authorized officer, this 27th day of August, 1998.

Walsh America Limited

By 
Title: Vice President and Assistant Secretary