

09-13-2000

U.S. Department of Commerce  
Patent and Trademark Office



ET

*MRD 8/17/00*

101454789

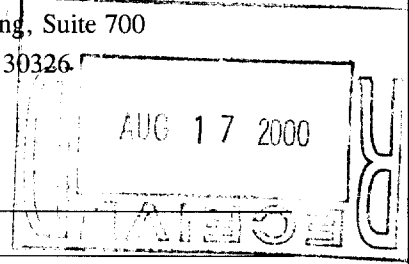
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Walsh America Limited

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 International Holdings 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 \_\_\_\_\_

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - State of Delaware \_\_\_\_\_  
 Other \_\_\_\_\_

Execution Date: August 24, 1998

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)

09/12/2000 MTHA11 00000368 2098175

DO NOT USE THIS SPACE

01 FC:481 40.00 DP

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

8/17/00  
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

SXC/RMD/24009/00/429977.1

TRADEMARK  
REEL: 002133 FRAME: 0392

*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:

"WALSH AMERICA LIMITED", A DELAWARE CORPORATION,  
WITH AND INTO "WALSH INTERNATIONAL HOLDINGS LIMITED" UNDER THE NAME OF "WALSH INTERNATIONAL HOLDINGS 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 2:33 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

2155599 8100M

981332116

AUTHENTICATION: 9271403

DATE: 08-26-98

**TRADEMARK**  
**REEL: 002133 FRAME: 0393**

CERTIFICATE OF OWNERSHIP AND  
MERGER OF SUBSIDIARY INTO PARENT

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
WALSH AMERICA LIMITED  
INTO  
WALSH INTERNATIONAL HOLDINGS Limited  
(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)

Walsh International Holdings 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 Walsh America Limited a Delaware corporation.

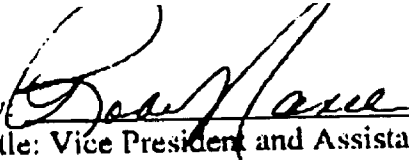
THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 20th day of August 1998, determined to merge into itself Walsh America Limited on the conditions set forth in such resolutions:

RESOLVED, That the Corporation merge into itself its wholly-owned subsidiary, Walsh America Limited, 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 Walsh America Limited 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 24<sup>th</sup> day of August, 1998.

Walsh International Holdings Limited

By   
Title: Vice President and Assistant Secretary