RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DE PARTMENT OF COI Parent and Trademark Of 09-25-2000



101468927

FORM PTO-1594 U.S (Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

1. Name of conveying party(ies): The Gamewell Corporation 9 - 1/ - 70	Name and address of receiving party(ies)
[] individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State Delaware [] Other	Narr e: Arrowhead Enterprises, Inc. Stre et Address: Anderson Avenue Nilford, Connecticut 06776 [] In tividual(s) citizenship
[] Assignment [X] Merger [] Security Agreement [] Change of Name [] Other Execution Date: August 20, 1987	If assign ee is not domiciled in the United States, a domestic representative designation is attached: [] yes [] no (Design ations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [X] No
	B. Trademark Registration No.(s) 521,944
Additional	
Additional Name and address of party to whom correspondence Concerning document should be mailed:	521,944
Name and address of party to whom correspondence	numbers attached? [Yes [X] No 6. Total number of applications and registrations
5. Name and address of party to whom correspondence Concerning document should be mailed: Name: Douglas R. Wolf Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210	521,944 numbers attached? [] Yes [X] No 6. Total number of applications and registrations involved:
5. Name and address of party to whom correspondence Concerning document should be mailed: Name: Douglas R. Wolf Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210 72000 MTHAI1 00000063 521944 EQ. 40.00 OP	521,944 numbers attached? [Yes [X] No 6. Total number of applications and registrations involved:
5. Name and address of party to whom correspondence Concerning document should be mailed: Name: Douglas R. Wolf Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210 72000 MTHAI1 00000063 521944 9. Statement and signature	521,944 numbers attached? [Yes [X] No 6. Total number of applications and registrations involved:

Mail documents to be recorded with required cover sheet information to:

Box Assignment, Commissioner of Patents and Trac emarks, Washington, D.C. 20231



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Agreement of Merger
filed in this office onAugust 25, 1987



Michael Harkins, Secretary of State

BY: April 17, 1989

TRADEMARK REEL: 002146 FRAME: 0479

AGREEMENT OF MERGEF OF ARROWHEAD ENTERPRISES INC. INTO THE GAMEWELL CORPORATION

FILED AUG 25 1987 HALPHAM

PLAN AND AGREEMENT OF MERGER dated as of August 20, 1987, by and between The Gamewell Corporation, a Delaware corporation, ("Gamewell"), and Arrowhead Enterprises Inc., a Delaware corporation ("Arrowhead").

WITNESSETF

WHEREAS, Gamewell and Arrowhead are each wholly-owned subsidiaries of Cerberus Holdings, Inc., a Delaware corporation ("Holdings"); and

WHEREAS, Gamewell has authorized capital of 1,000 shares of Common Stock, \$1.00 par value, of which 500 shares are issued and outstanding; and

WHEREAS, Arrowhead has authorized capital of 1,000 shares of Common Stock, \$1.00 par value, all of which are issued and outstanding; and

WHEREAS, the Boards of Directors of Gamowell and Arrowhead deem it advisable to merge Arrowhead into Gamewell in accordance with the terms and conditions nereof;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree that Arrowhead shall be merged into Gamewell which shall be the corporation surviving the merger, and that the terms and conditions of the merger and the manner of carrying it into effect shall be as follows:

ARTICLE 1

THE MERGER

Upon the adoption and approval of this Agreement by Holdings as the sole stockholder of both Gamewell and Arrowhead, such adoption and approval shall be certified by the Secretary or Assistant Secretary of each of Gamewell and Arrowhead and this Agreement shall thereafter be filed with the Secretary of State of the State of Delaware. The Herger shall become effective at the close of business on August 31, 1987 (the "Effective Date"). At the Effective Date, the separate existence of Arrowhead shall cease and Arrowhead shall be merged with and into Gamewell (Gamewell being sometimes referred to herein as the "Surviving Corporation").

ARTICLE II

CONVERSION OF SHARES

Every two shares of Arrowhead Common Stock issued and outstanding immediately prior to the Merger shall be changed and converted into one share of Gamewell Common Stock, which shall thereupon be issued, fully paid and nonassessable.

ARTICLE III

AMENDMENT OF GAMEWELL, CERTIFICATE OF INCORPORATION

3.1 Upon due filing of this Agreement with the Secretary of State of the State of Delaware, the Certificate of Incorporation of Gamewell shall be amended by deleting therefrom, in full Article I and by inserting in lieu thereof the following new Article I:

The name of the corporation is Cerberus Technologies, Inc.

3.2 Except as specifically amended hereby, from and after the Effective Date, and until thereafter further amended as provided by law, the Certificate of Incorporation of Gamewell as in effect immediately prior to the Herger, shall be and continue to be the Certificate of Incorporation of the Surviving Corporation. From and after the Effective Date, and until thereafter amended as provided by law, the by-laws of Gamewell shall be and continue to be the by-laws of the Surviving Corporation.

ARTICLE IV

STOCK CERTIFICATES

Following the Effective Date, Holdings shall surrender its certificate or certificates representing shares of Arrowhead Common Stock to Gamewell for cancellation and will receive in exchange therefor a certificate representing 500 shares of Common Stock of Gamewell. The stock transfer books for Arrowhead shall be deemed to be closed at the Effective Date and no transfer of outstanding shares of Arrowhead shall thereafter be made on such books.

IN WITNESS WHEREOF, Gamewell and Arrowhead, pursuant to approval and authorization duly given by resolutions adopted by their respective Boards of Directors, have each caused this Agreement of Merger to be executed by its President or one of its Vice Presidents and attested to by its Secretary or its Assistant Secretary.

THE GAMEWELL CORPORATION

Account: Canil M. Hillie

By Speigh Dettunal

ARROWHEAD ENTERPRISES INC.

Actor: Daniel W. diely

By (W(; t) hoyan

The undersigned, the duly elected Secretary of The Gamewell Corporation (the "Corporation"), hereby certifies that all of the outstanding stock of the Corporation entitled to vote for the adopton of the Agreement of Mercier dated August 20, 1987 between the Corporation and Arrowhead Enterprises. Inc. has been voted for the adoption of said agreement.

Dated: August 20, 1987

Secretary
The Gamewell Corporation

The undersigned, the duly elected Secretary of Arrowhead Enterprises Inc. (the "Corporation"), hereby certifies that all of the outstanding stock of the Corporation entitled to vote for adoption of the Agreement of Merger dated August 20.

1987 between the Corporation and The Gamewell Corporation

has been voted for adoption of said agreement.

Dated: August 20 , 1987

Varil W. dielig

Arrowhead Enterprises Inc.