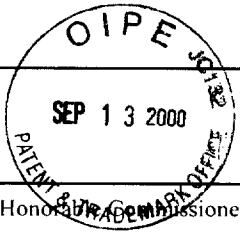


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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.
Box Assignment, Washington, DC 20231

<p>1. Name of conveying party(ies): VANTAS INCORPORATED</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - NEVADA <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>HQ Global Workplaces, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>15950 North Dallas Parkway, Suite 350</u></p> <p>City <u>Dallas</u> State <u>Texas</u> ZIP <u>75248</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>DELAWARE</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 1, 2000</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>75/689,231</u></p> <p>B. Trademark registration No.(s) <u>2,351,854</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036</p> <p>Attn.: <u>Colleen M. Keegan, Esq.</u></p> <p>File No.: <u>9456-014-999; 9456-019-999</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>65.00</u></p> <p>Please charge to the deposit account listed in Section 8.</p> <p>8. Deposit account number: <u>16-1150</u></p>

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.

Colleen M. Keegan Colleen M. Keegan 9/13/00
Name of Person Signing Reg. No. Signature Date

Total number of pages comprising cover sheet: 3

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



CERTIFICATE OF MERGER
OF
VANTAS INCORPORATED
INTO
HQ GLOBAL WORKPLACES, INC.

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
VANTAS Incorporated	Nevada
HQ Global Workplaces, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger (the "Plan") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is HQ Global Workplaces, Inc., a Delaware corporation.

FOURTH: That the Amended and Restated Certificate of Incorporation of HQ Global Workplaces, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Amended and Restated Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Plan is on file at the office of the surviving corporation, the address of which is 15950 N. Dallas Parkway, Suite 350, Dallas, TX 75248.

NYL181/7016167

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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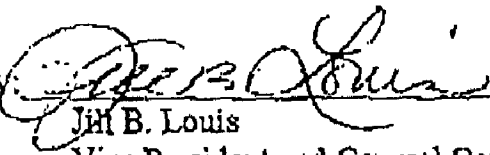
SIXTH: That a copy of the Plan will be furnished, on request and without cost, to any stockholder of any constituent corporation.

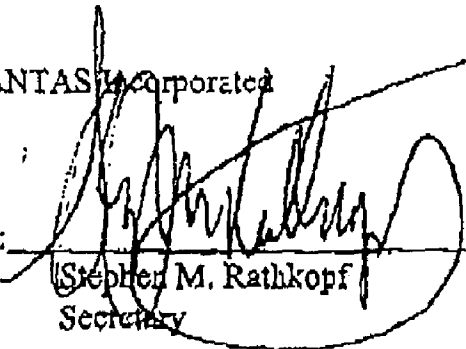
SEVENTH: The authorized capital stock of VANTAS Incorporated is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Class A Common Stock	41,000,000	\$.01
Class B Common Stock	20,000,000	\$.01
Preferred Stock	31,000,000	\$.01

Dated: June 1, 2000

HQ Global Workplaces, Inc.

By: 
J.H. B. Louis
Vice President and General Counsel

VANTAS Incorporated
By: 
Stephen M. Rathkopf
Secretary

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