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To the Honorable Commissioner of Patents and Trademarks at

1 documents or copy thereof.

MRO 6.8.00

1. Name of conveying party(ies):
Lindenberg & Associates, Inc. and Technology Source, Inc.

- Individual
- General Partnership
- Corporation-State Delaware
- Association
- Limited Partnership
- Other -

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

3. Nature of conveyance:

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

Execution Date: December 24, 1997

2. Name and Address of receiving party(ies):

Name: Intellimark, Inc.

Internal Address:

Street Address: 234 East Millsap Road

City: Fayetteville State: AR Zip: 72703 Country: USA

- Individual(s) Citizenship: U.S.A.
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,641,628 for the mark TECHNOLOGY SOURCE registered April 16, 1991

Additional numbers attached? Yes No

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

Name: Elisabeth A. Evert
Internal Address: Sidley & Austin
Street Address: 717 North Harwood St., Suite 3400
City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 18-1260

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

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.

Elisabeth A. Evert
Name of Person Signing

Signature

September 26, 2000

Date

Total number of pages comprising cover sheet 5

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

TRADEMARK
REEL: 002181 FRAME: 0275

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 MERGER, WHICH MERGES:

"LINDENBERG & ASSOCIATES, INC.", A DELAWARE CORPORATION, WITH AND INTO "TECHNOLOGY SOURCE, INC." UNDER THE NAME OF "INTELLIMARK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 3 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: 8843710

DATE: 12-31-97

TRADEMARK
REEL: 002181 FRAME: 0276

**CERTIFICATE OF MERGER
OF
LINDENBERG & ASSOCIATES, INC.
INTO
TECHNOLOGY SOURCE, INC.**

Pursuant to the provisions of Section 251 of the Delaware Code, the undersigned corporation hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Lindenberg & Associates, Inc., a Delaware corporation; and
- (b) Technology Source, Inc., a Delaware corporation.

(2) A Plan of Merger has been approved, adopted, certified, executed and acknowledged by Technology Source, Inc. and Lindenberg & Associates, Inc. in accordance with the provisions of Title 8, Section 251(c) of the Delaware Code.

(3) The surviving corporation shall be Technology Source, Inc..

(4) The certificate of incorporation of Technology Source, Inc. shall be the certificate of incorporation of the surviving corporation, except that Article One is amended to read as follows:

The name of the Corporation is IntelliMark, Inc.

(5) The surviving corporation is a corporation of the State of Delaware.

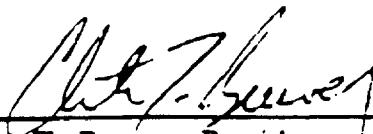
(6) The executed Plan of Merger is on file at the principal place of business of Technology Source, Inc., 12400 Olive Boulevard, Suite 350, St. Louis, Missouri 63131.

(7) A copy of the Plan of Merger will be furnished by Technology Source, Inc. on request and without cost to any stockholder of Lindenberg & Associates, Inc. or Technology Source, Inc.

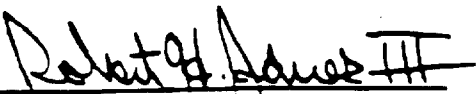
(8) The effective time of the Merger shall be 9:00 a.m. Central Standard Time, January 1, 1998.

We, the undersigned, being the president and secretary of the surviving corporation, Technology Source, Inc. for the purpose of merging Lindenberg & Associates, Inc. with and into Technology Source, Inc., do make this Certificate of Merger, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 24 day of December, 1997.


Technology Source, Inc.


Cleve T. Brewer, President

Attest:


Robert H. Janes III, Secretary

Lindenberg & Associates, Inc.


Cleve T. Brewer, President

Attest:


Terry C. Bellora, Secretary