

12-28-2000

17.12.00



OFFICE

Docket No. 21384.0000

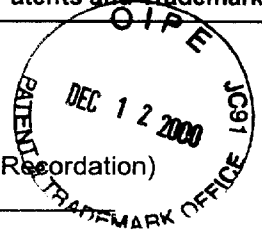
TRADEMARK RECORDED COVER SHEET

101564361

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- Submission options: New, Resubmission, Correction of PTO Error, Corrective Document. Includes fields for Document ID, Reel #, and Frame #.



Conveyance Type

- Conveyance options: Assignment, License, Security Agreement, Nunc Pro Tunc Assignment, Merger, Change of Name, Other. Includes effective date fields.

Conveying Party

Mark if additional names of conveying parties attached

Execution Date: Month 4, Day 20, Year 2000

Name: Medical Software Solutions, Inc.

Formerly

75651319

- Entity type options: Individual, General Partnership, Limited Partnership, Corporation, Association, Other. Citizenship: Virginia.

Receiving Party

Mark if additional names of receiving parties attached

Name: Maji Technologies, Inc.

DBA/AKA/TA

Composed of

Address (line 1): 803 West Broad Street

Address (line 2): Suite 150

Address (line 3): Falls Church

City

VA

State/Country

22046

Zip Code

- Entity type options: Individual, General Partnership, Limited Partnership, Corporation, Association, Other. Citizenship: Virginia. Note about assignment document.

12/28/2000 JJALLAH2 00000004 75651319

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
 Address (line 1) _____
 Address (line 2) _____
 Address (line 3) _____
 Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number

202-663-8000

Name Nancy S. Lapidus
 Address (line 1) 2300 N Street, NW
 Address (line 2) Washington, D.C. 20037-1128
 Address (line 3) _____
 Address (line 4) _____

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 6

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<u>75/651319</u>	<u>75/569404</u>	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

Method of Payment: Enclosed Deposit Account

Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Nancy S. Lapidus
 Name of Person Signing

Nancy Lapidus
 Signature

12/12/00
 Date Signed

ARTICLES OF MERGER

MERGING

MEDICAL SOFTWARE SOLUTIONS, INC.
A VIRGINIA CORPORATION

INTO

MAJI TECHNOLOGIES, INC.
A VIRGINIA CORPORATION

Pursuant to the provisions of Section 13.1-720 of the Code of Virginia, the undersigned corporation, MAJI Technologies, Inc. (the "Surviving Corporation"), a Virginia corporation, which is the surviving corporation in the merger described herein, does hereby certify as follows:

FIRST Medical Software Solutions, Inc., (the "Merged Corporation"), a Virginia corporation, shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation, in accordance with the terms and conditions set forth in the Agreement and Plan of Merger (the "Merger Agreement") attached hereto as Exhibit "A" and made a part hereof by reference.

SECOND The Merger Agreement was unanimously approved by the Board of Directors of the Surviving Corporation by Written Consent in lieu of a Special Meeting dated April 20, 2000. The Merger Agreement was unanimously approved by the Shareholders of the Surviving Corporation by Written Consent in lieu of a Special Meeting dated April 20, 2000.

THIRD The Merger Agreement was unanimously approved by the Board of Directors of the Merged Corporation by Written Consent in lieu of a Special Meeting dated April 20, 2000. The Merger Agreement was unanimously adopted by the Shareholders of the Merged Corporation by Written Consent in lieu of a Special Meeting dated April 20, 2000.

The undersigned President of the Surviving Corporation declares that the facts herein stated are true as of April 20, 2000.

[Signature page follows]

MAJI TECHNOLOGIES, INC.,
a Virginia corporation

By: 
Richard C. Skarnes, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into effective as of the 2nd day of April, 2000 by and between MAJI Technologies, Inc., a Virginia corporation (the "Surviving Corporation"), and Medical Software Solutions, Inc., a Virginia corporation (the "Merged Corporation").

WHEREAS, the total number of shares of stock of all classes which the Surviving Corporation has authority to issue is Eight Million (8,000,000) shares of Class A Voting Common Stock, of which 1,380,000 shares are issued and outstanding and for which stock options with respect to 36,000 shares have been granted and remain outstanding and Two Million (2,000,000) shares of Class B Non-Voting Common Stock, of which no shares are issued and outstanding but for which stock options with respect to 84,000 shares have been granted and remain outstanding;

WHEREAS, the total number of shares of stock of all classes which the Merged Corporation has authority to issue is Five Thousand (5,000) shares of Common Stock, of which One Hundred (100) shares of Common Stock are issues and outstanding;

WHEREAS, under the laws of the Commonwealth of Virginia, the Merged Corporation may be merged into the Surviving Corporation, and the parties hereto desire to effect such merger (the "Merger"), as hereinafter provided;

WHEREAS, for federal income tax purposes, it is intended that the Merger shall qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended and that for financial accounting purposes that the Merger be accounted for as a pooling of interests;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises hereinafter set forth, the parties hereto, intending legally to be bound, do hereby agree as follows:

1. **Statement of Merger.** The Merged Corporation shall be merged into the Surviving Corporation, with the latter as the surviving corporation, on the basis of this Agreement and Plan of Merger. The separate corporate existence of MAJI Technologies, Inc., as the Surviving Corporation, with all of its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger.

2. **Certificate of Incorporation.** The Amended and Restated Articles of Incorporation of the Surviving Corporation, as the same shall exist on the effective date of the merger, shall remain and be the Articles of Incorporation of the Surviving Corporation.

3. **Bylaws.** The Bylaws of the Surviving Corporation, as the same shall exist on the effective date of the merger, shall remain and be the Bylaws of the Surviving Corporation until the same shall be altered, amended, rescinded or repealed or until new

Bylaws shall be adopted in accordance with the provisions thereof, the Amended and Restated Articles of Incorporation of the Surviving Corporation and the Virginia Stock Corporation Act.

4. **Manner and Basis of Conversion.** The manner and basis of converting or exchanging the shares of the Merged Corporation into shares of the Surviving Corporation shall be as follows: Upon the effective date of the merger, each share of Common Stock of the Merged Corporation issued and outstanding held by each shareholder of record (as of the effective date of the merger) shall cease to exist, and shall, ipso facto and without any action on the part of the holder thereof, be changed and converted into five thousand (5,000) shares of Class A Voting Common Stock of the Surviving Corporation and (ii) each share of treasury stock of the Merged Corporation, if any, shall cease to exist, and shall, ipso facto and without any other action be cancelled. For the purpose of receiving a stock certificate or certificates evidencing such shares of Stock of the Surviving Corporation, each such shareholder shall surrender to the Surviving Corporation the stock certificate or certificates evidencing the shares of Stock of the Merged Corporation owned of record by such shareholder, and shall receive, upon request or as soon thereafter as is practical, on the basis of such surrender, a certificate or certificates of shares of Class A Voting Common Stock of the Surviving Corporation based on the foregoing ratio.

5. **Assets and Liabilities.** The assets and liabilities of the Surviving Corporation and the Merged Corporation shall be taken up or continued on the books of the Surviving Corporation at the amounts at which they are respectively recorded on the books of the Surviving Corporation and the Merged Corporation, appropriately adjusted, to the extent necessary, in accordance with generally accepted accounting principles.

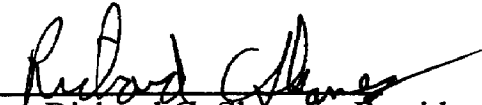
6. **Directors and Officers.** The directors of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next Annual Meeting of the Shareholders of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal. The officers of the Surviving Corporation, as of the effective date of the merger, shall continue in office until the next Annual Meeting of the Board of Directors of the Surviving Corporation and until their successors are duly elected and shall qualify, or until their earlier resignation or removal.

7. **Effective Date and Time.** The effective date of the aforesaid merger for all purposes and in all respects (including, without limitation, the effectiveness of any filings with the State Corporation Commission of Virginia) shall be as of 11:59 p.m. on the date that the Articles of Merger have been duly filed with and accepted by the Virginia State Corporation Commission.

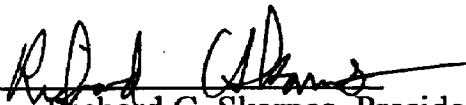
[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Corporation have caused their respective officers to execute this Agreement and Plan of Merger as of the date first set forth above.

MAJI Technologies, Inc.
a Virginia corporation

By: 
Richard C. Skarnes, President

Medical Software Solutions, Inc.
a Virginia corporation

By: 
Richard C. Skarnes, President

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

April 20, 2000

The State Corporation Commission finds the accompanying articles submitted on behalf of

MAJI TECHNOLOGIES, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

MEDICAL SOFTWARE SOLUTIONS, INC.

is merged into MAJI TECHNOLOGIES, INC., which continues to exist under the laws of VIRGINIA with the name MAJI TECHNOLOGIES, INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on April 20, 2000.

STATE CORPORATION COMMISSION

By



Commissioner

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