

MRD 12-28-00

Form PTO-1618A

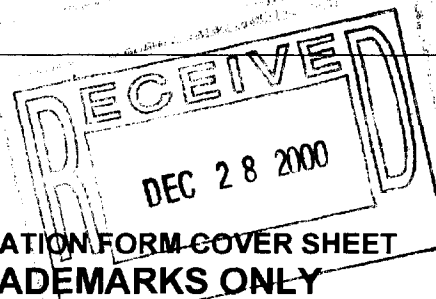
Expires 06/30/99

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01-12-2001



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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

Submission Type <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) Document ID# <input type="text"/> <input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/> <input type="checkbox"/> Corrective Document Reel # <input type="text"/> Frame # <input type="text"/>	Conveyance Type <input type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assign. Effective Date Month Day Year <input type="text"/> <input checked="" type="checkbox"/> Merger <input type="text"/> <input type="checkbox"/> Change of Name <input type="checkbox"/> Other <input type="text"/>
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Conveying Party(ies) Mark if additional names of conveying parties attached

Name Execution Date
 Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
 City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

01/12/2001 MTHA11 00000043 1125466

01 FC:481
02 FC:482

40.00 OP
100.00 OP

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

TRADEMARK
REEL: 002210 FRAME: 0914

Domestic Representative Name and Address

Enter for the first Receiving Party only

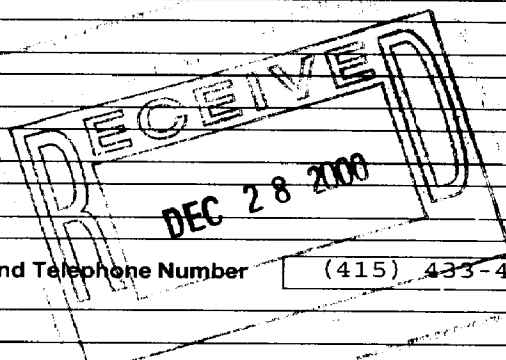
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

(415) 433-4150

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1125466"/>	<input type="text" value="1207922"/>	<input type="text" value="1281410"/>
<input type="text" value="1393083"/>	<input type="text" value="1411849"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account of 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.

MARIA S. CEFALU

Name of Person Signing

Maria S Cefalu
Signature

12/21/00
Date Signed

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:

"QANTEL BUSINESS SYSTEMS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "MDS CAPITAL CORPORATION" UNDER THE NAME OF "MDS CAPITAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JUNE, A.D. 1991, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8788811

DATE: 12-04-97

TRADEMARK
REEL: 002210 FRAME: 0916

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

QANTEL BUSINESS SYSTEMS, INC.

INTO

MDS CAPITAL CORPORATION

(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)

MDS Capital Corporation, a company incorporated on the 20th day of March 1969, pursuant to the provisions of the General Corporation Law of the State of Delaware ("MDS Capital") does hereby certify that MDS Capital owns all the capital stock of Qantel Business Systems, Inc. ("Qantel Business"), a corporation incorporated under the laws of the State of California on the 29th day of May, 1980, and that MDS Capital, by resolutions of its Board of Directors duly adopted at a meeting held on the 23rd day of May, 1991, determined to merge into itself said Qantel Business which resolutions are in the following words to wit:

WHEREAS, MDS Capital, a company duly organized and existing under and by virtue of the laws of the State of Delaware, owns all of the outstanding shares of Qantel Business Systems, Inc., a California corporation ("Qantel Business"), and

WHEREAS, the laws of the State of California permit a merger such as herein contemplated, and

WHEREAS, MDS Capital, deems it expedient to acquire and be possessed of all the estate, property, rights, privileges and franchises of Qantel Business, and

WHEREAS, the Board believes that it would be in the best interests of MDS Capital to merge Qantel Business with and into MDS Capital.

NOW THEREFORE BE IT RESOLVED, that MDS Capital merge into itself its wholly owned subsidiary, Qantel Business, and assume all of said subsidiary's liabilities and obligations and possess itself of all the estate, property, rights, privileges and franchises of same subsidiary corporation; and it is further

RESOLVED, that upon completion of the merger:

(a) each outstanding share of common stock of Qantel Business, all of which are owned by MDS Capital, shall cease to be outstanding, without any payment being made in respect thereof; and

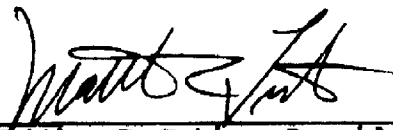
(b) the separate existence of Qantel Business shall cease and said corporation shall be merged into MDS Capital and MDS Capital shall possess all the rights, privileges, powers, and franchises of a public and private nature and shall be subject to all the duties of Qantel Business, and all the rights, privileges, powers, and franchises of Qantel Business, and all property, real, personal, and mixed, and all debts due to Qantel Business on whatever account shall be vested in MDS Capital; and all property, rights, privileges, powers, contracts, and franchises and every other interest shall be thereafter as effectually the property of MDS Capital as they were of Qantel Business; but all rights of creditors and all liens upon any property of Qantel Business shall be preserved unimpaired and all debts, liabilities and duties of Qantel Business shall thenceforth attach to MDS Capital and be enforceable against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it; and it is further

RESOLVED, that the President and the Secretary of MDS Capital be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Qantel Business into MDS Capital and to assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County and/or in any other state or county office that the President or Secretary of MDS Capital deem appropriate and/or necessary; and it is further


RESOLVED, that the officers of MDS Capital be and each of them hereby is, individually and collectively, authorized, empowered and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in anyway necessary and/or proper to effect said merger.

IN WITNESS WHEREOF, MDS Capital has caused this certificate to be signed by its President and attested by its Secretary, the 6th day of June, 1991.

MDS CAPITAL CORPORATION

BY: 
Matthew E. Tutino, President

ATTEST:


Michael D. Brown, Secretary

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