

03-14-2001

Docket No.:

018016.006



Tab settings

To the Honorable Commissioner of Patents and Trademarks 101635131 Attached original documents or copy thereof.

1. Name of conveying party(ies):

See Attached Sheet

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: February 13, 2001

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

Name: Broadway & Seymour, Inc.

Internal Address: _____

Street Address: 10200 Mallard Creek Road

City: Charlotte State: NC ZIP: 28262

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

03/13/2001 6TON11 00000129 1389785 MAR 2 2001
01 FC:481 40.00 DP
02 FC:482 50.00 DP
Additional numbers

B. Trademark Registration No.(s)

1,389,785 1,458,179 1,466,257

Yes No

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

Name: Karl S. Sawyer, Jr.

Internal Address: _____

Kennedy Covington Lobdell & Hickman, LLP

Bank of America Corporate Center, Suite 4200

Street Address: 100 North Tryon Street

City: Charlotte State: NC ZIP: 28202

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):\$ \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1215

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.

Karl S. Sawyer, Jr.
Name of Person Signing

Signature

February 28, 2001
Date

Total number of pages including cover sheet, attachments, and 6

Name of Conveying Parties:

Banccorp Systems, Inc., a North Carolina Corporation;
BSI Development Corp. No. 2, a North Carolina Corporation;
BSI North Carolina, Inc., a North Carolina Corporation;
Corbel/NPA, Inc., a Florida Corporation;
The Reebink Group, Incorporated, an Ohio Corporation;
Micro/Resources, Inc., a California Corporation;
National Financial Computer Systems, Inc., a Georgia Corporation;
National Systems Group, Inc., a North Carolina Corporation.

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"BANCCORP SYSTEMS, INC.", A NORTH CAROLINA CORPORATION,
"BSI DEVELOPMENT CORP. NO. 2", A NORTH CAROLINA CORPORATION,
"BSI NORTH CAROLINA, INC.", A NORTH CAROLINA CORPORATION,
"CORBEL/NPA, INC.", A FLORIDA CORPORATION,
"THE HEEBINK GROUP, INCORPORATED", A OHIO CORPORATION,
"MICRO/RESOURCES, INC.", A CALIFORNIA CORPORATION,
"NATIONAL FINANCIAL COMPUTER SYSTEMS, INC.", A GEORGIA CORPORATION,
"NATIONAL SYSTEMS GROUP INC.", A NORTH CAROLINA CORPORATION,
WITH AND INTO "BROADWAY & SEYMOUR, INC." UNDER THE NAME OF "BROADWAY & SEYMOUR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JULY, A.D. 1997, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2061486 8100M

AUTHENTICATION: 0971263

010070757

DATE: 02-13-01

TRADEMARK
REEL: 002250 FRAME: 0747

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 10:00 AM 07/18/1997
 971239288 - 2061486

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**NATIONAL SYSTEMS GROUP INC.
 THE HEEBINK GROUP, INCORPORATED
 NATIONAL FINANCIAL COMPUTER SYSTEMS, INC.
 BSI NORTH CAROLINA, INC.
 CORBEL/NPA, INC.
 MICRO/RESOURCES, INC.
 BANCCORP SYSTEMS, INC.
 BSI DEVELOPMENT CORP. NO. 2**

INTO

BROADWAY & SEYMOUR, INC.

Broadway & Seymour, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY

FIRST: That this corporation was incorporated on the 9th day of May, 1985, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of National Systems Group Inc., a corporation incorporated on the 24th day of June, 1982, pursuant to the Corporation Law of the State of North Carolina.

That this corporation owns all of the outstanding shares of the stock of The Heebink Group, Incorporated, a corporation incorporated on the 30th day of September, 1981, pursuant to the General Corporation Law of the State of Ohio.

That this corporation owns all of the outstanding shares of the stock of National Financial Computer Systems, Inc., a corporation incorporated on the 15th day of January, 1985, pursuant to the Business Corporation Code of the State of Georgia.

That this corporation owns all of the outstanding shares of the stock of BSI North Carolina, Inc., a corporation incorporated on the 19th day of November, 1992, pursuant to the Corporation Law of the State of North Carolina.

That this corporation owns all of the outstanding shares of the stock of Corbel/NPA, Inc., a corporation incorporated on the 8th day of April, 1994, pursuant to the 1989 Business Corporation Act of the State of Florida.

That this corporation owns all of the outstanding shares of the stock of Micro/Resources, Inc., a corporation incorporated on the 1st day of September, 1989, pursuant to the General Corporation Law of the State of California.

That this corporation owns all of the outstanding shares of the stock of BancCorp Systems, Inc., a corporation incorporated on the 6th day of January, 1995, pursuant to the Corporation Law of the State of North Carolina.

That this corporation owns all of the outstanding shares of the stock of BSI Development Corp. No. 2, a corporation incorporated on the 16th day of September, 1994, pursuant to the Corporation Law of the State of North Carolina.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minute of the Board on the 14th day of July, 1997, determined to and did merge into itself said National Systems Group Inc., The Heebink Group, Incorporated, National Financial Computer Systems, Inc., BSI North Carolina, Inc., Corbel/NPA, Inc., Micro/Resources, Inc., BancCorp Systems, Inc. and BSI Development Corp. No. 2:

RESOLVED, that Broadway & Seymour, Inc. merge, and it hereby does merge into itself National Systems Group Inc., a North Carolina corporation, The Heebink Group, Incorporated, an Ohio corporation, National Financial Computer Systems, Inc., a Georgia corporation, BSI North Carolina, Inc., a North Carolina corporation, Corbel/NPA, Inc., a Florida corporation, Micro/Resources, Inc., a California corporation, BancCorp Systems, Inc., a North Carolina corporation and BSI Development Corp. No. 2, a North Carolina corporation, and assumes all of their obligations;

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

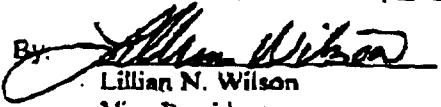
FURTHER RESOLVED, that the proper officer of this corporation be, and he or she is, hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said National Systems Group Inc., The Heebink Group, Incorporated, National Financial Computer Systems, Inc., BSI North Carolina, Inc., Corbel/NPA, Inc., Micro/Resources, Inc., BancCorp Systems, Inc. and BSI Development Corp. No. 2 into the corporation and assume each of their liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Broadway & Seymour, Inc. at any time prior to the date of filing the merger with the Secretary of State

01101104127-2

IN WITNESS WHEREOF, said Broadway & Seymour, Inc. has caused this Certificate to be signed by Lillian N. Wilson, its Vice President, this the 14th day of July, 1997.

BROADWAY & SEYMOUR, INC.

By: 
Lillian N. Wilson
Vice President

219 BROADWAY

3

302 655 1476: # 4 / 6

C T CORPORATION-

: 7-18-97 : 8:45AM

SENT BY: ATLANTA