

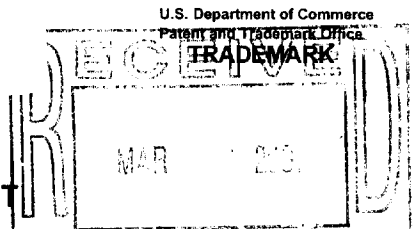
03-26-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
11/16/1995

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Law/Crandall, Inc.

Formerly _____

1953088

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Law Engineering and Environmental Services, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1105 Sanctuary Parkway, Suite 300

Address (line 2) Alpharetta, Georgia 30004

Address (line 3) _____

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization Georgia

FOR OFFICE USE ONLY

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

TRADEMARK
REEL: 002257 FRAME: 0628

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

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" value="1953088"/>	<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"/>	<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 or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

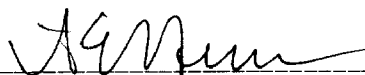
No

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.

Adam G. Mersereau, Esq.

Name of Person Signing



Signature

3/5/01

Date Signed

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 953210175
CONTROL NUMBER: 9511824
EFFECTIVE DATE: 11/16/1995
REFERENCE : 0045
PRINT DATE : 11/21/1995
FORM NUMBER : 411

LAW COMPANIES GROUP, INC.
114 TOWNPARK DRIVE
SUITE 500
KENNESAW, GA 30144

CERTIFICATE OF MERGER

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Entity:
LAW ENGINEERING AND ENVIRONMENTAL SERVICES, INC.
a Georgia corporation

Nonsurviving Entity/Entities:
LAW/CRANDALL, INC., a California corporation



Max Cleland
MAX CLELAND
SECRETARY OF STATE

953210175
#20

ARTICLES OF MERGER

LAW/CRANDALL, INC.(CA) AND
LAW ENGINEERING AND ENVIRONMENTAL SERVICES, INC.(GA)

Consistent with the requirements of California General Corporation Law §1108, and Georgia Business Corporation Code §14-2-1105, Law Engineering and Environmental Services, Inc., a Georgia corporation ("Purchaser") as surviving entity has prepared these Articles of Merger.

I. A Plan of Merger ("Plan") was adopted by the Boards of Directors of Law Engineering and Environmental Services, Inc. ("Purchaser") and Law/Crandall, Inc. of California ("Acquired Company") and includes the following terms and conditions of purchase and merger:

- 1) The name of the merging corporation is Law/Crandall, Inc., a California corporation ("Acquired Company"), and the name of the surviving corporation is, and shall continue to be, Law Engineering and Environmental Services, Inc., a Georgia corporation ("Purchaser").
- 2) All shares of Acquired Company issued, outstanding and consisting of 1000 shares of common stock will be purchased by Purchaser from the sole shareholder at a value of \$1.00 per share and such other valuable consideration as mutually agreed and all certificates canceled. Any authorized but unissued shares of the Acquired Company will be canceled upon filing of these required Articles of Merger.
- 3) Any and all other assets and liabilities, contingent or otherwise, along with all personnel of Acquired Company will be acquired, assumed or transferred by and to Purchaser at current values and personnel pay levels as presently represented on the books of Acquired Company on the date of the filing of these Articles of Merger as required by law, or the next nearest date as normally permitted under generally accepted accounting practices and principles.
- 4) No other value shall be given to Purchaser or received by Acquired Company as consideration for this merger.
- 5) All current directors of Acquired Company shall resign and only those existing officers of the Acquired Company listed on Exhibit 1 to these Articles of Merger shall assume the same office and title with the Purchaser with exception of the following new title(s):

Frederick J. Krishon - Sr. Vice President

All current officers and directors of the Purchaser, if any, shall continue and retain their current titles and roles. These changes shall be effective as of the date of filing of these Articles of Merger as required by law.

- 6) No amendments to the articles of incorporation of Purchaser are intended by this Plan and none are accepted.

7) Acquired Company may, at the election of the Purchaser, represent itself henceforth as a "division of" Purchaser for market recognition purposes.

8) This Plan shall be submitted to the Board of Directors of Purchaser for its adoption, approval and recommendation to the sole shareholder for its approval as required by Georgia Business Corporation Code §14-2-1101. The Plan shall be submitted to the Board of Directors of Acquired Company for its adoption, approval and recommendation to the sole shareholder for its approval as permitted by the California General Corporation Law §1108.

II. The merger described by this Plan was adopted and approved by the shareholders of both Purchaser and Acquired Company as required or permitted by the respective code sections referenced above.

III. As required by Georgia Business Corporation Code §14-2-1105.1, Purchaser undertakes to request by mail of the Fulton County Daily Report (Georgia) that the statutory notice of filing of these Articles of Merger be published and to provide appropriate payment for such publication.

IV. For the purposes of these Articles of Merger, all references to "Purchaser" herein shall mean the "Surviving Corporation" and all references to "Acquired Company" shall mean the "Merging Corporation".

V. These Articles of Merger may be executed in two or more counterparts, all of which may be considered originals for purposes of filing, recordation, documentation or effecting the described merger.

VI. The merger will become effective at the first to occur of 5:00 p.m. E.D.T. or the time of filing on November 16, 1995.

LAW ENGINEERING AND
ENVIRONMENTAL SERVICES, INC.

By: Clarence D. Zimmerman
Name: Clarence D. Zimmerman
Title: SR. Vice President

After filing, please return copy to:
Lawrence D. Young
1000 Abernathy Road, N.E.
Suite 1800
Atlanta, GA 30328

FILED
NOV 16 11 43 AM '95
(1)

STATE OF GEORGIA

EXHIBIT 1

LAW/CRANDALL OFFICERS

Frederick J. Krishon - President
Perry A. Maljian - Sr. Vice President
Lawrence E. Carroll - Assistant Vice President
Richard C. Leach - Vice President
Marshall Lew - Vice President
James B. Putnam - Assistant Vice President
Alton F. Robertson - Vice President
C. Hugh Thompson - Assistant Vice President
James L. Van Beveren - Vice President
Richard W. Whiteside - Assistant Vice President

W. HOLDY/CRANDALL
UC office

**EXHIBIT A
PLAN OF MERGER**

Merging: Law/Crandall, Inc. a California corporation into Law Engineering and Environmental Services, Inc., a Georgia corporation and survivor

It being the intent of the Board of Directors of Law Companies Group, Inc. ("Parent I"), a Georgia corporation, and sole shareholder of Law Engineering and Environmental Services, Inc. ("Purchaser"), a Georgia corporation, and LeRoy Crandall & Associates, acting through its Executive Committee as representative of such sole shareholder, and the Board of Directors of LeRoy Crandall & Associates ("Parent II"), a California corporation and sole shareholder of Law/Crandall, Inc. ("Acquired Company"), a California corporation as representative of such sole shareholder, to merge Acquired Company and Purchaser as a portion of the on-going consolidation of domestic U.S. operations, with Purchaser to survive; Acquired Company and Purchaser have adopted this Plan of Merger as consistent with the Georgia Business Corporation Code § 14-2-1107 and the California General Corporation Law §1108 under the following conditions:

- 1) The name of the merging corporation is Law/Crandall, Inc., a California corporation ("Acquired Company"), and the name of the surviving corporation is, and shall continue to be, Law Engineering and Environmental Services, Inc., a Georgia corporation ("Purchaser").
- 2) All shares of Acquired Company issued, outstanding and consisting of 1000 shares of common stock will be purchased by Purchaser from the sole shareholder at a value of \$1.00 per share and such other valuable consideration as mutually agreed and all certificates canceled. Any authorized but unissued shares of the Acquired Company will be canceled upon filing of these required Articles of Merger.
- 3) Any and all other assets and liabilities, contingent or otherwise, along with all personnel of Acquired Company will be acquired, assumed or transferred by and to Purchaser at current values and personnel pay levels as presently represented on the books of Acquired Company on the date of the filing of the Articles of Merger as required by law, or the next nearest date as normally permitted under generally accepted accounting practices and principles.
- 4) No other value shall be given by Purchaser or received by Acquired Company as consideration for this merger.
- 5) All current directors of Acquired Company shall resign and only those existing officers of the Acquired Company listed on Exhibit 1 to these Articles of Merger shall assume the same office and the title with the Purchaser with exception of the following new title(s):

Frederick J. Krishon - Sr. Vice President

All current officers and directors of the Purchaser, if any, shall continue and retain their current titles and roles. These changes shall be effective as of the date of filing of these Articles of Merger as required by law.

- 6) No amendments to the articles of incorporation of Purchaser are intended by this Plan of Merger, and none are accepted.
- 7) Acquired Company may, at the election of the Purchaser, represent itself henceforth as a "division of" Purchaser for market recognition purposes.
- 8) This plan shall be submitted to the Board of Directors of Purchaser for its adoption, approval and recommendation to the sole shareholder for its approval as required by Georgia Business Corporation Code §14-2-1101. The Plan shall be submitted to the Board of Directors of Acquired Company for its adoption, approval and recommendation to the sole shareholder for its approval as permitted by the California General Corporation Law § 1108.

LAW ENGINEERING AND
ENVIRONMENTAL SERVICES, INC.

Signed *Chromé D. Zimmerman*
Name *Chromé D. Zimmerman*
Its *SR. Vice President*

SECRETARY OF STATE
Nov 16 11 45 AM '95
BSR (1)

EXHIBIT 1

LAW/CRANDALL OFFICERS

Frederick J. Krishon - President
Perry A. Maljian - Sr. Vice President
Lawrence E. Carroll - Assistant Vice President
Richard C. Leach - Vice President
Marshall Lew - Vice President
James B. Putnam - Assistant Vice President
Alton F. Robertson - Vice President
C. Hugh Thompson - Assistant Vice President
James L. Van Beveren - Vice President
Richard W. Whiteside - Assistant Vice President

HUGHES
L/C

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 003400213
CONTROL NUMBER : K511824
DATE INC/AUTH/FILED: 04/03/1995
JURISDICTION : GEORGIA
PRINT DATE : 12/05/2000
FORM NUMBER : 215

LONG ALDRIDGE & NORMAN LLP
ELLEN FLEMING
303 PEACHTREE ST STE 5300
ATLANTA, GA 30308

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**LAW ENGINEERING AND ENVIRONMENTAL SERVICES, INC.
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

RECORDED: 03/07/2001

TRADEMARK
REEL: 002257 FRAME: 0637