

05-08-2001

FORM PTO-1618A

Expires 06/30/99

CMB 0651-0027



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Department U.S. of Commerce
Patent and Trademark Office

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RECOMMENDATION FORM COVER SHEET
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TO: The Director of the U.S. Patent & Trademark Office: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Name Einhorn Yaffee Prescott, Architecture and Engineering, P.C.
Formerly Einhorn Yaffee Prescott, P.C.

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
04 18 2001

- Individual General Partnership Limited Partnership Corporation Association
- Other - Professional corporation
- Citizenship/State of Incorporation/Organization - New York

Receiving Party

Name Simins Falotico Group, Inc.

Mark if additional names of receiving attached

DBA/AKA/TA

Composed of

Address (line 1) The Argus Building

Address (line 2) 412 Broadway at Beaver Street
Albany

Address (line 3) City NY State/Country

12207
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization - New York

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.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Director of U.S. Patent & Trademark Office, Box Assignments, Washington, D.C. 20231

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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
 (617) 570-1292

Name: Miriam J. Rovner, Senior Legal Assistant
 Address (line 1): Goodwin Procter LLP
 Address (line 2): Exchange Place
 Address (line 3): 53 State Street
 Address (line 4): Boston, MA 02109-2881

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

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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)

Trademark Registration Number(s)

2,430,573

Number of Properties

Enter the total number of properties involved

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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: # 07-1700

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.

Michaela Allbee
 Name and Person Signing

Michaela Allbee
 Signature

April 26, 2001
 Date Signed

State of New York)
Department of State) ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

APR 18 2001



Special Deputy Secretary of State

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Certificate of Merger

of

Einhorn Yaffee Prescott, Architecture and Engineering, P.C.

and

Simins Falotico Group, Inc.

into

Simins Falotico Group, Inc.

Under Section 904 of the Business Corporation Law

It is hereby certified upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the constituent corporation which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is Simins Falotico Group, Inc. The name under which the surviving constituent corporation was formed is Chas. R. Ward Engineering Corporation. The date upon which its certificate of incorporation was filed by the Department of State is May 4, 1918.

THIRD: The name of the other constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is Einhorn Yaffee Prescott, Architecture and Engineering, P.C. The name under which the merged constituent corporation was formed is Einhorn Yaffee Associates, P.C. The date upon which its certificate of incorporation was filed by the Department of State is May 12, 1976.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

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The number of issued and outstanding shares of the surviving constituent corporation immediately prior to the Merger is 123 common shares, no par value ("Stimms Palotico Common"), all of which are entitled to vote, and 1,435 preferred shares, par value \$100, all of which are entitled to vote.

The number of issued and outstanding shares of the merged constituent corporation is 1,195.8 shares of common voting stock, no par value.

FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation by the written consent of holders of outstanding shares of the corporation entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with section 615 of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said section 615.

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of holders of outstanding shares of the corporation entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with section 615 of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said section 615.

SEVENTH: The following is a statement of any amendments or changes in the certificate of incorporation of Stimms Palotico Group, Inc. to be effected by the merger:

Article Second, which sets forth the purposes of the corporation, Article Third, which sets forth the county of the office, Article Fourth, which sets forth the aggregate number of shares which the corporation has the authority to issue, Article Fifth, which sets forth the designated agent, Article Sixth, which sets forth the professions to be practiced, Article Seventh, which sets forth the accounting period, Article Eighth, which sets forth the power of the shareholders to remove a member of the board of directors of the corporation by the vote of the shareholders, Article Ninth, which sets forth the power of the board of directors to make decisions by majority vote and to remove any director for cause by unanimous affirmative vote by the other members of the board, and Article Tenth, which sets forth the power of a majority of the members of the board to constitute a quorum at a meeting of the board of directors for the transaction of business of the corporation, of the certificate of incorporation of the corporation, shall be stricken out in their entirety, and the following new Articles shall be substituted in lieu thereof:

"SECOND: The purposes for which it is formed are:

- (a) To engage in the specific business of providing architectural services; to furnish or supply by contract architectural services requiring application of the science, art, or profession of planning sites and of

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planning or designing buildings or architectural structures and their related facilities by and under the direct supervision of certified architects and other licensed personnel, and do any and all things which a corporation of this kind may lawfully do, including, without limitation, consultation, investigation, evaluation, planning, design, preparation of instruments of service such as drawings and specifications, and the observation of construction insofar as customarily performed by architects.

- (b) To engage in the practice of professional engineering; to plan, design, investigate, evaluate or observe the construction or operation of buildings, structures, machines, equipment, works or projects.
- (c) To invest funds in real estate, mortgages, stocks, bonds or any other type of investment.
- (d) To own or lease real or personal property necessary for the rendering of the professional architectural and engineering services.
- (e) For the accomplishment of the aforesaid purposes and in furtherance thereof, shall have and may exercise all powers conferred by Section 202 of the Business Corporation Law upon corporations formed thereunder, subject to any limitations, contained in Article II of said law or in accordance with the provisions of any other statute of the State of New York.

The foregoing paragraphs shall be construed as enumerating both objects, purposes, and powers of the Corporation and it is hereby expressly provided that the foregoing enumerations or specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation otherwise permitted by law.

THIRD: The office of the Corporation shall be located in the County of Albany, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue are two thousand (2,000) shares of common stock, par value \$.01.

FIFTH: The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against it may be served, and the Post Office address to which the Secretary of State shall mail a copy of any such process served upon him in the Argus Building, Broadway at Beaver Street, Albany, New York, 12207.

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SIXTH: The professions to be practiced by the Corporation are the practice of architecture and the practice of engineering.

SEVENTH: The first accounting period which the Corporation intends to establish is to end on April 30.

EIGHTH: The shareholders of the corporation may remove any member of the board of directors, with or without cause, but only by the vote of the shareholders.

NINTH: (a) Except as noted below, all decisions of the board of directors will require a vote of a majority of the directors then serving.

(b) The Board may remove any director for cause, but only by unanimous affirmative vote of the other members of the Board.

TENTH: A majority of the members of the Board shall be present at a meeting of directors in order to constitute a quorum for the transaction of any business or of any specified item of business of the Corporation."

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Signed on April 18, 2001

SIMINS FALOTICO GROUP, INC.

/s/ Steven Einhorn

By: Steven Einhorn

Its: President and Chairman

EINHORN YAFFEE PRESCOTT
ARCHITECTURE & ENGINEERING,
P.C.

/s/ Eric Yaffee

By: Eric Yaffee

Its: Executive Vice President, Secretary
and Treasurer

Affix Corporate Seal of
Shareholder

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CERTIFICATE OF MERGER

OF

EINHORN YAFFEE PRESCOTT
ARCHITECTURE AND ENGINEERING, P.C.

WITH AND INTO

SIMINS FALOTICO GROUP, INC.

Section 904 of the Business Corporation Law

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JAC

Filex: Kirkland & Ellis
153 East 53rd Street
39th Floor
New York, NY 10022
Cust. Ref#119064CST

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 18 2001

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BY: *JAC*

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