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06-11-2001



Form PTO-1594

101744681  
RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party:

Risk Management Associates, Inc.

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

Additional name(s) of conveying party(ies) attached?  yes  no

2. Name and address of receiving party:

Name: SAFEOperations, Inc.

Street Address: 8970 Route 108, Suite B

City: Columbia State: Maryland Zip Code: 21095

Country: USA

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

If assignee is not domiciled in the United States, a domestic representation is attached:  Yes  No.

(Designations must be a separate document from Assignment.)

Additional name(s) & address(es) attached?  Yes  No.

3. Nature of Conveyance:

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

Execution Date: December 1, 2000.

4. Application numbers or registration numbers:

A. Trademark Application Nos.

76/051,391  
76/051,392

B. Trademark Registration No(s).

Additional numbers attached?  yes  no

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

Name: Sterne, Kessler, Goldstein & Fox P.L.L.C.

Internal Address: c/o Tracy-Gene G. Durkin, Esq.

Street Address: 1100 New York Ave., N.W.

City: Washington State: D.C. Zip Code: 20005-3934

Attorney Docket Nos.: 1926.0060000/KNR/TGD and 1926.0060000/KNR/TGD

6. Total number of applications and registrations involved  
Two

7. Total fee (37 C.F.R. § 3.41).....\$80.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number: 19-0036

06/11/2001 TD19Z1

00000042 76051391

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

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.

Tracy-Gene G. Durkin  
Name of Person Signing  
Registration No. 32,831

Signature

June 5, 2001  
Date

Total number of pages including cover sheet, attachments and documents: 7

OMB NO. 0651-0011 (exp.4/94)

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

Refund Ref: 0000106049  
06/11/2001 TD19Z1  
CHECK Refund Total: \$15.00

ARTICLES OF MERGER  
OF  
RISK MANAGEMENT ASSOCIATES, INC.

THESE ARTICLES OF MERGER, dated as of the 1st day of December, 2000, pursuant to Section 3-109 of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended, (hereinafter referred to as the "Code") are entered into by and between the corporations named in Article THIRD below, which are hereinafter collectively referred to as the Constituent Corporations.

FIRST: Each of the Constituent Corporations has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged are and shall be as set forth herein.

SECOND: SAFEOperations, Inc., a Delaware corporation, shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") under the name of SAFEOperations, Inc.

THIRD: The parties of these Articles of Merger are Risk Management Associates, Inc. ("RMA"), a Maryland corporation and SAFEOperations, Inc., a corporation organized under the General Corporation Law of Delaware on December 1, 2000.

FOURTH: Risk Management Associates, Inc. has an authorized capitalization of one million (1,000,000) shares of capital stock of which there are 750,000 shares of common stock, \$.01 par value per share and 250,000 shares of preferred stock, \$.01 par value per share, of which 20,000 shares are designated as Series A Preferred Stock, 135,000 shares are designated as Series B Preferred Stock and 95,000 shares are designated as Series C Preferred Stock. The aggregate par value of all the shares of all classes is Ten Thousand Dollars (\$10,000.00)

Surviving Corporation has an authorized capitalization of a total of fifty million (50,000,000) shares, of which thirty-five million (35,000,000) shares are classified as common stock with a par value of \$.01 per share and fifteen million (15,000,000) shares are classified as preferred stock with a par value of \$.01 per share. The aggregate par value of all of the shares of all classes is Five Hundred Thousand Dollars (\$500,000.00).

FIFTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code shall be as follows:

(a) Each share of capital stock of Surviving Corporation which is issued and outstanding on the Effective Date (as defined in Article TWELFTH herein) shall remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each share of the four hundred thousand (400,000) shares of the \$.01 par value Common Stock of Risk Management Associates, Inc. (hereinafter referred to as "RMA Common Stock") issued and outstanding on the Effective Date shall be converted into or exchanged by Surviving Corporation for and become five (5) shares of the \$.01 par value common stock of Surviving Corporation.

(c) Each share of the nineteen thousand six hundred seventy two (19,672) shares of the \$.01 par value Series A Preferred Stock of Risk Management Associates, Inc. (hereinafter referred to as "RMA Series A Preferred Stock") issued and outstanding on the Effective Date shall be converted into or exchanged by Surviving Corporation for and become five (5) shares of the \$.01 par value preferred stock of Surviving Corporation.

(d) Each share of the one hundred thirty one thousand one hundred forty eight (131,148) shares of the \$.01 par value Series B Preferred Stock of Risk Management Associates, Inc. (hereinafter referred to as "RMA Series B Preferred Stock") issued and outstanding on the Effective Date shall be converted into or exchanged by Surviving Corporation for and become five (5) shares of the \$.01 par value preferred stock of Surviving Corporation.

(e) Each share of the thirty seven thousand four hundred seventy two (37,472) shares of the \$.01 par value Series C Preferred Stock of Risk Management Associates, Inc. (hereinafter referred to as "RMA Series C Preferred Stock") issued and outstanding on the Effective Date shall be converted into or exchanged by Surviving Corporation for and become five (5) shares of the \$.01 par value preferred stock of Surviving Corporation.

(f) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofor representing capital stock of Risk Management Associates, Inc. shall surrender the same to Surviving Corporation and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Surviving Corporation Common Stock into which the capital stock of Risk Management Associates, Inc. represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof. Until such surrender, capital stock of Risk Management Associates, Inc. shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Surviving Corporation Common Stock to be delivered with respect to such shares of such capital stock.

SIXTH: The principal office of Risk Management Associates, Inc. in the State of Maryland is located at 8970 Route 108, Suite B, Columbia, Maryland 21045. The principal

office is located in Howard County, Maryland.

**SEVENTH:** The principal office of Surviving Corporation in the state where it is organized is located at 8970 Route 108, Suite B, Columbia, Maryland 21045. The principal office is located in Howard County, Maryland. The name and address of its resident agent in the State of Maryland is Charlie C. Baggett, Jr., 8970 Route 108, Suite B, Columbia, Maryland 21045.

**EIGHTH:** Neither of the Constituent Corporations owns an interest in land in any county in Maryland.

**NINTH:** The Board of Directors of Risk Management Associates, Inc. on December 1, 2000, by an informal action with a unanimous vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable and directing their submission to the stockholders. The Articles of Merger were duly submitted to and approved by unanimous vote of all of the votes entitled to be cast thereon by the informal action of the stockholders.

**TENTH:** These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the Charter of Surviving Corporation and by the laws of the State of Delaware.

**ELEVENTH:** Upon the Effective Date:

(a) the assets and liabilities of Risk Management Associates, Inc. shall be taken up on the books of the Surviving Corporation at the amount at which they shall at that time be carried on the books of Risk Management Associates, Inc., subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures; and

(b) all of the rights, privileges, immunities, powers, purposes and franchises of Risk Management Associates, Inc. and all property, real, personal and mixed, and all debts due to Risk Management Associates, Inc. on whichever account shall be vested in the Surviving Corporation, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Risk Management Associates, Inc., and all debts, liabilities, obligations and duties of Risk Management Associates, Inc. shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; *provided, however*, that no

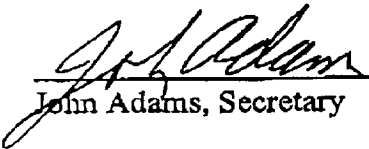
such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

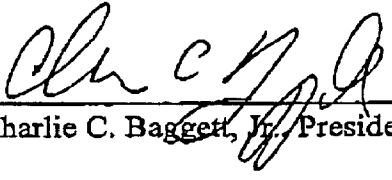
The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of Risk Management Associates, Inc., except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by Risk Management Associates, Inc. and Surviving Corporation as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland.

IN WITNESS WHEREOF, Risk Management Associates, Inc. and SAFE Operations, Inc, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 1<sup>st</sup> day of DECEMBER, 2000.

ATTEST:

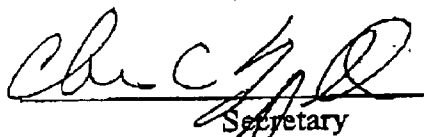
Risk Management Associates, Inc.

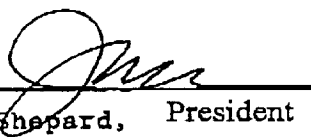
  
John Adams, Secretary

By:   
Charlie C. Baggett, Jr., President

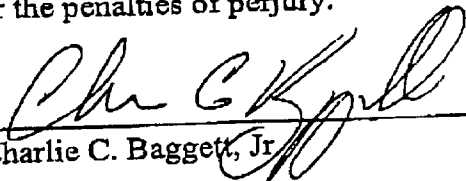
ATTEST:

SAFE Operations, INC.


  
Secretary  
Charlie C. Baggett, Jr.,

By:   
John Shepard, President

THE UNDERSIGNED, President of Risk Management Associates, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
Charlie C. Baggett, Jr.

THE UNDERSIGNED, President of SAFEOperations, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
\_\_\_\_\_  
John Shepard

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REESE AND CARNEY, LLP  
10715 Charter Drive, Suite 200  
Columbia, MD 21044  
48034/1001 (SEB)