

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



To the Honorable Commissioner of

attached original documents or copy thereof.

101793414

1. Name of conveying party(ies):

MSI Holdings, Inc.

07/21/01

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation – State of Utah
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: __September 11, 2000

2. Name and address of receiving party(ies)

Name: __Aperian, Inc.

Internal Address: _____

Street Address: __1121 E. 7th Street

City: __Austin, State: TX ZIP: 78702

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) and address(es) attached? Yes No

4. Application number(s):

A. Trademark Application Nos. 75/903,141; 75/896,374, 75/903,139, and 76/173,859

Additional numbers attached? Yes No

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

Name: __Betty Chang, Vinson & Elkins, LLP

Internal Address: __

Street Address: __600 Congress, Suite 2700

City: Austin State: TX ZIP: 78701

6. Total number of applications and registrations involved:.....4

7. Total fee (37 CFR 3.4)..... \$115.00

Enclosed

Authorized to be charged to deposit account, in case of shortfall, inadvertent omission of or lost check

8. Deposit account number:

22-0365/MSI300/36000

(Attach duplicate copy of this page if paying by deposit account)

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.

Betty Chang

Name of Person Signing

Signature

July 20, 2001

Date

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

07/27/2001 LHMELLER 00000164 75903141

01 FC:481
02 FC:482

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



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.state.ut.us>

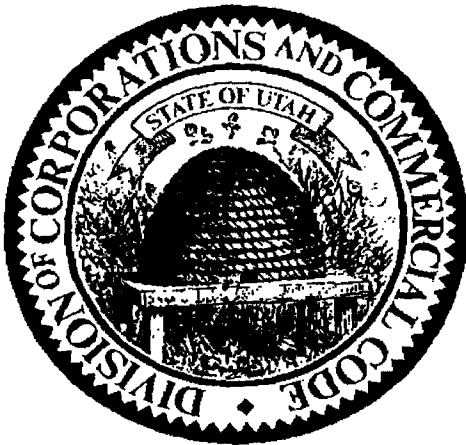
Registration Number: CO 049663
Business Name: APERIAN, INC.
Registered Date: APRIL 15, 1969

09/15/00

CERTIFICATE OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS A TRUE, CORRECT AND COMPLETE COPY OF

ARTICLES OF MERGER FILED WITH THIS OFFICE ON SEPTEMBER 11, 2000 MERGING MSI HOLDINGS, INC., A CORPORATION OF THE STATE OF UTAH, INTO APERIAN, INC., THE SURVIVING CORPORATION WHICH IS OF THE STATE OF DELAWARE, AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Lorena Riffo-Jenson
Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

TRADEMARK
REEL: 002336 FRAME: 0264

UQ 300
CO 049063

SX

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

ARTICLES OF MERGER

OF

I hereby certify that the foregoing has been filed
and approved on this 11 day of SEP 2000
in the office of this Division and hereby issue
this Certificate thereof.

MSI HOLDINGS, INC. CO 049063

INTO

Examiner _____ Date 9/12/00

APERIAN, INC. UQ



LORENA RIFFO-JENSON
DIVISION DIRECTOR

Pursuant to the provisions of the Utah Business Corporation Act, the undersigned corporations adopt the following articles of merger:

- 1. The plan of merger is as follows:

PLAN OF MERGER

OF

MSI HOLDINGS, INC.
WITH AND INTO
APERIAN, INC.

MSI Holdings, Inc., a Utah corporation ("MSI"), shall be merged (the "Merger") with and into its one hundred percent (100%) owned subsidiary, Aperian, Inc., a Delaware corporation ("Aperian"), which shall be the surviving corporation and which is hereinafter referred to as the "Surviving Corporation" and both of which corporations are hereinafter sometimes referred to as the "Constituent Corporations," on the following terms and conditions:

FIRST: The name of the Surviving Corporation shall be Aperian, Inc.

SECOND: The Certificate of Incorporation of Aperian as in effect on the effect date of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

Third: The Bylaws of Aperian as in effect on the effective date of the Merger shall be the Bylaws of the Surviving Corporation, until further amended, changed or repealed as provided therein, by the Certificate of Incorporation of the Surviving Corporation or by law.

Fourth: The directors of MSI shall from and after the effective date of the Merger be the directors of the Surviving

EXPEDITE

FILED

SEP 11 2000

Utah Div. Of Corp. & Comm.

Date: 09/11/2000
Receipt Number: 114278
Amount Paid: \$210.00

09-11-00 11:35:06 AM

Corporation, until their successors are elected and qualified in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

FIFTH: The officers of MSI shall from and after the effective date of the Merger be the officers of the Surviving Corporation, until their successors are elected and qualified in accordance with the Bylaws of the Surviving Corporation.

SIXTH: The mode of carrying the Merger into effect and the manner and basis of converting the shares of stock of the Constituent Corporations into shares of stock of the Surviving Corporation shall be as follows:

(i) Each share of common stock, par value \$.10 per share, of MSI ("MSI Common Stock") which shall be issued and outstanding on the effective date of the Merger shall be converted into and become one (1) fully paid and non-assessable share of common stock, par value \$.01 per share of the Surviving Corporation.

(ii) Each share of common stock, par value \$.01 per share, of Aperian ("Aperian Common Stock"), all of which is held beneficially and of record by MSI, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered or deliverable in exchange therefor.

SEVENTH: On the effective date of the Merger: (i) the separate existence of MSI shall cease and MSI shall be merged with and into Aperian which shall continue in existence as the Surviving Corporation; (ii) all right, title and interest to all real estate and other property owned by the Constituent Corporations shall be transferred to and vested in the Surviving Corporation, without reversion or impairment, by operation of law without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens thereon; (iii) all liabilities and obligations of the Constituent Corporations shall be allocated to the Surviving Corporation; and (iv) any proceeding pending against each of the Constituent Corporations may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding.

EIGHTH: At any time prior to the filing of articles of merger complying with Section 16-10a-1105 and 16-10a-1107 of the Utah Revised Business Corporations Act by the Utah Division of

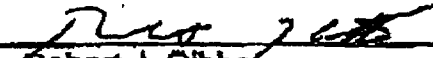
Corporations and Commercial Code and the filing of a certificate of ownership and merger complying with Section 253 of the Delaware General Corporation Law with the Delaware Secretary of State, this Plan of Merger may be abandoned by resolution of the Board of Directors of MSI, and thereupon this Plan of Merger shall become wholly void and of no force and effect.

2. Pursuant to Section 16-10a-1104(3) of the Utah Business Corporation Act, a vote of the stockholders of Aperian, Inc. is not required.
3. MSI Holdings, Inc. has 36,740,374 shares of common stock, par value \$.10 per share, issued and outstanding, all of which shares are entitled to vote as one voting group on the plan of merger. Except as set forth in the preceding sentence, there are no shares of any class of capital stock of MSI Holdings, Inc. issued and outstanding or entitled to vote on the plan of merger.
4. At a meeting of the shareholders of MSI Holdings, Inc. on September 7, 2000, a total of 21,945,991 votes of holders of common stock of MSI Holdings, Inc. were cast for the plan of merger and a total of 5,188,980 votes were cast against the plan of merger. The number of votes cast for the plan of merger by the holders of shares of common stock of MSI Holdings, Inc. was sufficient for approval of the plan of merger by such voting group.
5. Immediately prior to the date hereof, MSI Holdings, Inc. owned at least 90% of the outstanding shares of each class of Aperian, Inc.
6. The address of the principal office of Aperian, Inc., the surviving corporation, is:

1121 E. 7th Street
Austin, Texas 78702
7. Upon completion of filing of these Articles of Merger, the Division may send a copy to the address of the principal office of Aperian, Inc. set forth in Section 6.
8. The merger shall become effective at 12:01 a.m. on September 11, 2000. The effective date complies with Section 16-10a-1104(5) of the Utah Business Corporation Act.


Date: September 8, 2000

APERIAN, INC.

By: 
Robert J. Gibbs
President and Chief Executive
Officer

Date: September 8, 2000

MSI HOLDINGS, INC.

By: 
Robert J. Gibbs
President and Chief Executive
Officer



D

Vinson & Elkins

ATTORNEYS AT LAW

VINSON & ELKINS L.L.P.
ONE AMERICAN CENTER
SUITE 2700

600 CONGRESS AVENUE
AUSTIN, TEXAS 78701-3200
TELEPHONE (512) 495-8400
FAX (512) 495-8612

E-Mail: bchang@velaw.com
Web: www.velaw.com

07-21-2001

U.S. Patent & TMOfo/TM Mail ReptDt. #71

Writers Phone: (512) 495-8646
Writers Fax: (512) 736-3217

July 20, 2001

Via Express Mail No. EL666045998US

Box Assignments FEE
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Re: *Trademark Application Serial No. 75/896,374 for the Mark APERIAN in Class 38*
Trademark Application Serial No. 75/903,139 for the Mark DOCC in Class 38
Trademark Application Serial No. 75/903,141 for the Mark DOCC in Class 42
Trademark Application Serial No. 76/173,859 for the Mark APERIAN in Class 9

Dear Sir/Madam:

Enclosed for filing in the above-referenced trademark applications and registrations are:

1. Trademark Recordation Form Cover Sheet (in duplicate)
2. State of Utah, Division of Corporations & Commercial Code's Certificate of Articles of Merger;
3. Articles of Merger of MSI Holdings, Inc. into Aperian, Inc.;
4. Check in the amount of \$115.00; and
5. A return postcard to acknowledge receipt of these documents. Please date stamp and mail this postcard.

Lyn

July 20, 2001

Page 2

Should any additional fees under 37 C.F.R. be required for any reason relating to the enclosed materials, the Assistant Commissioner is hereby authorized to deduct said fees from VINSON & ELKINS L.L.P. Deposit Account No. 22-0365/MSI300/36000.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Betty Chang". The signature is written in a cursive, flowing style.

Betty Chang

BCHA/lm

Encl.

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
MSI Holdings, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation – State of Utah
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Aperian, Inc.

Internal Address: _____

Street Address: 1121 E. 7th Street

City: Austin, State: TX ZIP: 78702

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 11, 2000

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) and address(es) attached? Yes No

4. Application number(s):
A. Trademark Application Nos. 75/903,141; 75/896,374, 75/903,139, and 76/173,859

Additional numbers attached? Yes No

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

Name: Betty Chang, Vinson & Elkins, LLP

Internal Address: _____

Street Address: 600 Congress, Suite 2700

City: Austin State: TX ZIP: 78701

6. Total number of applications and registrations involved:4

7. Total fee (37 CFR 3.4)..... \$115.00


Enclosed

Authorized to be charged to deposit account, in case of shortfall, inadvertent omission of or lost check

8. Deposit account number:
22-0365/MSI300/36000
(Attach duplicate copy of this page if paying by deposit account)

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.

Betty Chang  July 20, 2001 Date
Name of Person Signing Signature

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

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