

10-02-2001

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. 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(ies):

CORE MANAGEMENT, INC.

09/27/01

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State California
☐ 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: 07/02/01 (Effective Date)

2. Name and address of receiving party(ies)

Name: CORE, INC.

Internal

Address: _____

Street Address: 18881 Von Karman Avenue

Suite 1750

City: Irvine, State: CA Zip: 92612

☐ Individual(s) citizenship _____☐ Association _____☐ General Partnership _____☐ Limited Partnership _____☒ Corporation-State Massachusetts☐ 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) & address(es) attached? ☐ Yes ☒ No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1433207; 1503374; 1478454

Additional number(s) attached ☐ Yes ☒ No

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

Name: Carol R. Kirchick, Esq.

Internal Address: _____

Rich May, a Professional Corporation

Street Address: 176 Federal Street, 6th Floor

City: Boston, State: MA Zip: 02110

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:

10/01/2001 701A21 00000073 1433207

01 FC:481

40.00 GP

02 FC:482

50.00 GP

(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.

Carol R. Kirchick

Name of Person Signing

Carol R. Kirchick

Signature

September 24, 2001

Date

10

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

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

10/01/2001 701A21 00000073 1433207

40.00 GP

01 FC:481

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REEL: 002376 FRAME: 0612

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

081

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

We, Craig C. Horton, *President / ~~XXXXXX~~
and Stephen M. Kane, ~~XXXX~~ / *Assistant Clerk,
of CORE, INC.
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Core Management, Inc.	California	March 27, 1990

(954263591)

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See Attachment I hereto.

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

MERGER OF CORE MANAGEMENT, INC. INTO CORE, INC.

- RESOLVED: That the Agreement and Plan of Merger (the "CMI-CA Merger Agreement") by and between this corporation and Core Management, Inc., substantially in the form attached hereto as Exhibit A be and hereby is approved in all respects; and further
- RESOLVED: That Core Management, Inc., a California corporation, be merged into this corporation effective with the filing of Articles of Merger of Parent and Subsidiary Corporations with the Secretary of the Commonwealth of Massachusetts (the "Effective Date"); and further
- RESOLVED: That this corporation hereby assumes all obligations of Core Management, Inc. pursuant to Section 1110 of the California Code; and further
- RESOLVED: That the terms and conditions of the above mentioned merger be and hereby are as follows:
- (a) the Articles of Incorporation of CORE, INC. shall be the Articles of Incorporation of the surviving corporation as the same shall be in effect on the Effective Date;
 - (b) the existing Bylaws of CORE, INC. will be the Bylaws of the surviving corporation and will continue in full force and effect until altered and amended as therein provided under the authority of the laws of the Commonwealth of Massachusetts;
 - (c) the Directors and Officers of CORE, INC., upon the Effective Date, shall constitute the members of the Board of Directors and officers of the surviving corporation, all of whom shall hold their directorships and offices until election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws and Articles of Incorporation of the surviving corporation;
 - (d) each share of common stock of Core Management, Inc. outstanding on the Effective Date and all rights in respect thereto shall forthwith upon such Effective Date, be cancelled automatically and without further action by or on behalf of any holder thereof;
 - (e) each share of Core Management, Inc. common stock held by CORE, INC. immediately before the Effective Date shall by virtue of the merger and upon the Effective Date cease to exist and certificates representing such shares shall be cancelled;
 - (f) at any time before the Effective Date, the CMI-CA Merger Agreement may be abandoned for any reason by the Board of Directors of this corporation or Core Management, Inc. or both;
 - (g) as permitted by applicable law, the Boards of Directors of this corporation and Core Management, Inc. may amend, modify or supplement the CMI-CA

Merger Agreement or waive any provisions thereof, in such manner as may be agreed upon by the parties in writing.

; and further

RESOLVED: That the officers of this corporation be and they hereby are authorized and directed to make and execute Articles of Merger of Parent and Subsidiary Corporations pursuant to the provisions of the General Laws of the Commonwealth of Massachusetts and to file said Articles with the office of the Secretary of the Commonwealth of Massachusetts and to file a counterpart to said Articles with the Secretary of State of California pursuant to Section 1110 of the General Corporation Law of the State of California, and to execute and deliver California state tax form 3555, Request for Tax Clearance Certificate, whereby this corporation shall assume any and all of the tax liability of Core Management, Inc., and to pay all taxes and file all reports and obtain any other tax clearances as required by law, and to do all acts and things whatsoever, whether within or without the Commonwealth of Massachusetts and/or the State of California, which may be in any way necessary or proper to effect said merger.

AGREEMENT AND PLAN OF MERGER

OF

**CORE MANAGEMENT, INC.,
a California corporation**

WITH AND INTO

**CORE, INC.,
a Massachusetts corporation,**

Agreement and Plan of Merger, dated as of _____, 2001, between CORE, INC., a Massachusetts corporation, and Core Management, Inc., a California corporation.

WHEREAS, the respective Boards of Directors of CORE, INC. and Core Management, Inc. (a) have determined that it is advisable and to the advantage of said corporations that Core Management, Inc. merge with and into CORE, INC. upon the terms and conditions herein provided and (b) have approved and adopted this Agreement and Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

1. MERGER

1.1 Merger. In accordance with the provisions of this Agreement and Plan of Merger and the laws of the Commonwealth of Massachusetts and the State of California, Core Management, Inc. shall be merged with and into CORE, INC. (the "Merger") and CORE, INC. shall be the surviving corporation after the Merger (the "Surviving Corporation").

1.2 Filing and Effectiveness. The Merger shall become effective with the filing of Articles of Merger of Parent and Subsidiary Corporations with the Secretary of State of the Commonwealth of Massachusetts in accordance with the applicable laws of said Commonwealth of Massachusetts.

The date and time when the Merger shall become legally effective is herein called the "Effective Time".

1.3 Certificate of Incorporation. The Articles of Organization of CORE, INC. as in effect at the Effective Time shall continue in full force and effect as the Articles of Organization (or certificate of incorporation) of the Surviving Corporation.

1.4 Bylaws. The Bylaws of CORE, INC. as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation.

1.5 Directors: The Directors and Officers of CORE, INC. at the Effective Time shall constitute the members of the Board of Directors of the surviving corporation.

1.6 Effect of Merger. At the Effective Time, the separate existence of Core Management, Inc. shall cease and CORE, INC., as the Surviving Corporation, shall (i) continue to possess all of its rights and property as constituted immediately prior to the Effective Time and shall succeed, without other transfer, to all of the rights and property of Core Management, Inc. and (ii) continue to be subject to all of the debts and liabilities of Core Management, Inc. in the same manner as if CORE, INC. had itself incurred them, all as more fully provided under the applicable provisions of the General Laws of the Commonwealth of Massachusetts.

2. MANNER OF CONVERSION OF STOCK

2.1 Conversion. As of the Effective Time, by virtue of the Merger and without any action by the holders of shares of Core Management, Inc. Common Stock or the Surviving Corporation (a) each share of common stock of Core Management, Inc. issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled automatically, and (b) each share of CORE, INC. Common Stock issued and outstanding immediately prior to the Effective Time, shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged.

3. GENERAL

3.1 Amendment or Waiver. As permitted by applicable law, the parties hereto by mutual consent of their respective Boards of Directors may amend, modify or supplement this Agreement and Plan of Merger, or waive any provisions thereof, in such manner as may be agreed upon by the parties in writing at any time.

3.2 Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Core Management, Inc. or CORE, INC. or both.

3.3 Agreement. Executed copies of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation, 18881 Von Karman Avenue, Irvine, California 92612, and copies thereof will be furnished to any stockholder of CORE, INC. or Core Management, Inc., upon request and without cost.

3.4 Governing Law. This Agreement and Plan of Merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the law of the Commonwealth of Massachusetts.

3.5 Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, if filed, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having been approved by resolution of the Boards of Directors of each of Core Management, Inc. and CORE, INC., is hereby executed on behalf of each of said corporations by their respective officers thereunto duly authorized.

CORE MANAGEMENT, INC.,
a California corporation

By: Craig C. Horton
Craig C. Horton, President

CORE, INC.,
a Massachusetts corporation

By: Craig C. Horton
Craig C. Horton, President

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5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 27th day of June, 20 01,

Craig C. Horton

Craig C. Horton

, *President / ~~*Vice President~~

Stephen M. Kane

Stephen M. Kane

, ~~*Clerk~~ / *Assistant Clerk.

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 2nd day of July, 20 01.

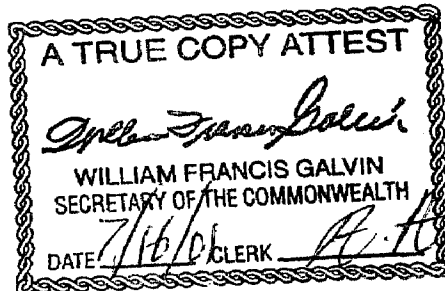
SECRETARY OF THE
COMMONWEALTH
01 JUL -2 PM 3:23
CORPORATION DIVISION

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Stephen M. Kane, Esq.

Rich May, a Professional Corporation

176 Federal Street, Boston, MA 02110

Telephone: 617 556-3827