

12-03-2001



NOV 26 2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101905335

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): Research and Management Systems, Inc. [checkboxes for entity type] Additional name(s) of conveying party(ies) attached? [checkbox] Yes [checkbox] No

2. Name and address of receiving party(ies): Name: ScienceWise, Inc. Internal Address: Suite 200 Street Address: 555 Quince Orchard City: Gaithersburg State: MD Zip: 20878 [checkboxes for citizenship/entity type] If assignee is not domiciled in the United States, a domestic representative designation is attached: [checkbox] Yes [checkbox] No

3. Nature of conveyance: [checkbox] Assignment [checkbox] Security Agreement [checkbox] Other [checkbox] Merger [checkbox] Change of Name Execution Date: January 18, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,472,825

Additional number(s) attached [checkbox] Yes [checkbox] No 40E

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jennifer Silver, Esq. Internal Address: Room 1888 Proskauer Rose LLP Street Address: 1585 Broadway City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [checkbox] Enclosed [checkbox] Authorized to be charged to deposit account 8. Deposit account number: 16-2500 (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. Jennifer Silver Name of Person Signing Signature Date: November 26, 2001

Total number of pages including cover sheet, attachments, and document: 5

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

11/30/2001 6TON11 00000000 162500 2472825 01 FC:481 40.00 CH

TRADEMARK REEL: 002401 FRAME: 0113

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RESEARCH AND MANAGEMENT SYSTEMS, INC.", A MARYLAND CORPORATION,

WITH AND INTO "SCIENCEWISE, INC." UNDER THE NAME OF "SCIENCEWISE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

3151923 8100M

001028134

AUTHENTICATION: 0207562

DATE: 01-19-00

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
RESEARCH AND MANAGEMENT SYSTEMS, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law, Research and Management Systems, Inc., a corporation organized and existing under and by virtue of the laws of the State of Maryland,

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of the constituent corporations of the merger are as follows:

<u>NAME:</u>	<u>STATE OF INCORPORATION:</u>
ScienceWise, Inc. (Subsidiary)	Delaware
Research and Management Systems, Inc. (Parent)	Maryland

SECOND: The constituent corporations have approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger dated as of January 14, 2000 ("Plan of Merger") in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation shall be ScienceWise, Inc.

FOURTH: The Certificate of Incorporation of ScienceWise, Inc., a Delaware corporation ("ScienceWise"), shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: Research and Management Systems, Inc., a Maryland corporation ("RAMS"), is the sole stockholder of ScienceWise.

SIXTH: The Board of Directors of RAMS has adopted the resolutions attached as Exhibit A hereto approving the Plan of Merger and the merger of RAMS with and into ScienceWise, as of January 14, 2000.

31824 v1/RE
SMH:DCX

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/19/2000
001028134 - 3151923

SEVENTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by RAMS in accordance with the laws of the State of Maryland.

EIGHTH: An executed copy of the Plan of Merger is on file at the office of ScienceWise, Inc., the surviving corporation, located at 555 Quince Orchard Road, Suite 360, Gaithersburg, Maryland 20878-1437, and a copy of such agreement will be furnished, without cost, at the request of any member or stockholder of the constituent corporations.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Research and Management Systems, Inc., a Maryland corporation, has caused this certificate to be signed by its duly authorized representative on January 8, 2000.

ATTEST:

**RESEARCH AND MANAGEMENT
SYSTEMS, INC.,**
a Maryland corporation

By: B. Michael Mongan
B. Michael Mongan
Secretary

By: Joan A. Rodman
Joan A. Rodman
President

31824 v1/RI
_K001' DOC