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

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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):

Maxim Group, Inc.

2/15/02

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

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger (checked), Change of Name

Execution Date: December 21, 2001

2. Name and address of receiving party(ies)

Name: TekSystems, Inc.

Internal

Address:

Street Address: 6990 Columbia Gateway Dr.

City: Columbia State: Md Zip: 21046

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Maryland (checked), Other

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No (No checked) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/319517; 76/255419; 76/159863; 75/819874

B. Trademark Registration No.(s) 1,557,199; 2,477,211

Additional number(s) attached Yes No (No checked)

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

Name: Sherry H. Flax

Internal Address: Saul Ewing LLP

Street Address: 100 S. Charles St.

City: Baltimore State: MD Zip: 21201

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed (checked), Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Sherry H. Flax

Name of Person Signing

Signature: Sherry H. Flax

Date: Feb. 14, 2002

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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

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TRADEMARK REEL: 002444 FRAME: 0169

ARTICLES OF MERGER

BETWEEN

TEKsystems, Inc.  
(a Maryland Corporation)

AND

Maxim Group, Inc.  
(a Maryland Corporation)

TEKsystems, Inc., a corporation duly organized and existing under the laws of the State of Maryland ("Surviving Corporation"), and Maxim Group, Inc., a corporation duly organized and existing under the laws of the State of Maryland ("Merging Corporation"), do hereby certify that:

FIRST: Surviving Corporation and Merging Corporation agree to merge in accordance with the provisions of Section 3-109 of the Maryland General Corporation Law.

SECOND: The name and place of incorporation of each party to these Articles are TEKsystems, Inc., a Maryland corporation, and Maxim Group, Inc., a Maryland corporation. Surviving Corporation was incorporated under the general laws of the State of Maryland on January 2, 1997. Merging Corporation was incorporated under the general laws of the State of Maryland on July 23, 1998. Surviving Corporation shall survive the merger and shall continue under the name "TEKsystems, Inc." as a corporation of the State of Maryland.

THIRD: Surviving Corporation has its principal office in Anne Arundel County. Merging Corporation has its principal office in Anne Arundel County. Merging Corporation owns no interest in land in the State of Maryland.

FOURTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to these Articles in the manner and by the vote required by its Charter and the laws of the State of Maryland. The manner of approval by Surviving Corporation was by unanimous written consent of the entire Board of Directors of Surviving Corporation, dated December 19, 2001. The manner of approval by Merging Corporation was by unanimous written consent of the entire Board of Directors of Merging Corporation, dated December 19, 2001, and by unanimous written consent of the sole stockholder of Merging Corporation dated December 19, 2001.

FIFTH: No amendment to the Charter of Surviving Corporation is to be effected as a part of the merger.

SIXTH: The total number of shares of stock of all classes with Merging Corporation has authority to issue is 200,000 shares of common stock of the par value of One Cent (\$.01) per share for an aggregate par value of Two Thousand Dollars (\$2,000.00). The total number of shares of all classes which Surviving Corporation has authority to issue is 200,000 shares of common stock

of par value One Cent (\$.01) per share for an aggregate par value of Two Thousand Dollars (\$2,000.00).

SEVENTH: The merger does not increase the authorized stock of Surviving Corporation.

EIGHTH: The treatment of any issued and outstanding shares of the merging companies pursuant to the proposed merger and these Articles are as follows:

(a) Each issued and outstanding share of the capital stock of Merging Corporation on the effective date of the merger shall, upon effectiveness and without further act, be canceled.

(b) Each issued and outstanding share of the capital stock of the Surviving Corporation on the effective date of the merger shall, upon effectiveness and without further act, continue and remain an issued and outstanding share of the capital stock of the Surviving Corporation.

NINTH: The merger shall become effective at 11:59 p.m. on December 31, 2001.

TENTH: Each of the undersigned Presidents acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each such President acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto on this 21st day of December, 2001.

ATTEST:

TEKsystems, Inc.

RD Sones  
Randall D. Sones, Secretary

By: John T. Carey (SEAL)  
John T. Carey  
Chairman

ATTEST:

Maxim Group, Inc.

RD Sones  
Randall D. Sones, Secretary

By: John T. Carey (SEAL)  
John T. Carey  
Chairman