

02-28-2002

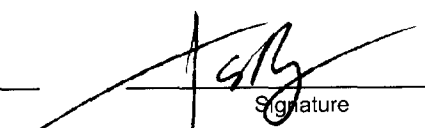
Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): <b>Cad One, Inc.</b> <i>2/12/02</i> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <b>Ohio</b> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Charrette Corporation</u> Internal Address: <u>P.O. Box 4010</u> Street Address: <u>31 Olympia Avenue</u> City: <u>Woburn</u> State: <u>MA</u> Zip: <u>01801</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Massachusetts</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>May 8, 1998</u>		4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2,225,952</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>James R. Meyer, Esq.</u> Internal Address: <u>Schnader Harrison Segal &amp; Lewis LLP</u> Street Address: <u>1600 Market Street</u> <u>Suite 3600</u> City: <u>Philadelphia</u> State: <u>PA</u> Zip: <u>19103</u>		6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">1</span> 7. Total fee (37 CFR 3.41)..... <u>\$ 40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: _____	
<b>DO NOT USE THIS SPACE</b>			
9. Signature. <u>James R. Meyer, Esq.</u>  <u>1/11/2002</u> Name of Person Signing      Signature      Date <small>Total number of pages including cover sheet, attachments, and document: <input type="checkbox"/></small>			

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

TRADEMARK  
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# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

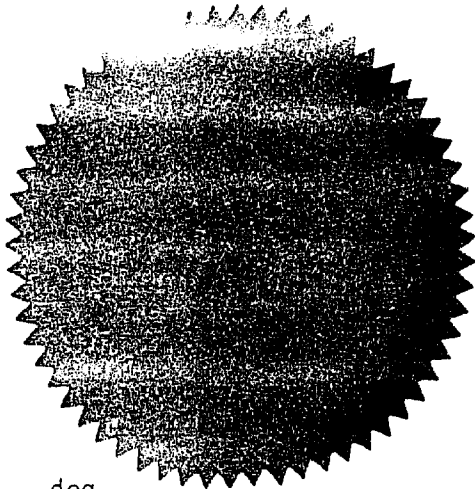
William Francis Galvin  
Secretary of the  
Commonwealth

May 14, 1998

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office, Articles of Merger of Parent and Subsidiary corporations were filed here May 8, 1998, pursuant to Massachusetts General Laws, Chapter 156B, Section 82 whereby the subsidiary corporation, Cad One, Inc., a Ohio corporation merged into Charrette Corporation., a Massachusetts corporation and the surviving corporation.

This certificate is issued in accordance with the provisions of Chapter 156B, Section 84.



deg

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the Division within thirty days **after** the effective date of the merger or consolidation.

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# The Commonwealth of Massachusetts

Examiner

*HG*

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, John J. Ford, III, \*President ~~XXXXXX~~

and Richard Johnson, \*Clerk ~~XXXXXX~~

of (B) Charrette Corporation NC,  
(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
<u>(A) Cad One, Inc. Not Reg.</u>	<u>Ohio</u>	<u>August 22, 1977</u>

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.

P.C.

*5*

RESOLVED: That the form, terms and provisions of, and transactions contemplated by, the Agreement of Merger, dated as of May 8, 1998, between this Corporation and Wagon Holdings, Inc (the "Merger Agreement"), together with all schedules and exhibits thereto, in substantially the form furnished to this Board of Directors be, and the same are, hereby approved; and that the officers of this Corporation at the time in office be, and they are, and each of them acting singly is, hereby authorized, in the name and on behalf of this Corporation, to execute and deliver the Merger Agreement in such form, with such changes therein as the officer or officers so acting may by his, her or their execution thereof approve, the execution and delivery of the Merger Agreement to be conclusive evidence that the same have been approved by the Board of Directors of this Corporation.

RESOLVED: That Cad One, Inc., an Ohio corporation (the "Subsidiary") be merged with and into this Corporation (the "Merger"), with this Corporation being the surviving corporation (the "Surviving Corporation"); that the effective time of the Merger (the "Effective Time") shall be upon the filing of a Certificate of Merger with the Ohio Secretary of State and the concurrent filing of Articles of Merger with the office of the Secretary of The Commonwealth of Massachusetts; that it is in the best interests of this Corporation to enter into the Merger; and that at the Effective Time, this Corporation, as the Surviving Corporation, shall assume all of the Subsidiary's liabilities and obligations, the identity, existence, rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of the Subsidiary shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Subsidiary shall be vested in the Parent; and that the officers of this Corporation at the time in office be and they are and each of them acting singly is hereby authorized, in the name and on behalf of this Corporation, to take any and all action and to execute and deliver any and all documents, agreements, instruments or certificates and to do or cause to be done any and all other things as may in his or their judgment be necessary, desirable or appropriate in order to give effect to and carry out the intent of this resolution, the execution and delivery of any such documents, instruments or certificates and the taking of any such action to be conclusive evidence that the same has been approved by this Board of Directors.

RESOLVED: That from and after the Effective Time and thereafter until amended as provided by law, the charter of the Surviving Corporation, shall be the charter of this Corporation and the By-laws of the Surviving Corporation shall be the By-laws of this Corporation, as in effect at the Effective Time.

RESOLVED: That upon the Effective Time, each share of the Subsidiary's capital stock issued and outstanding or held in the treasury immediately prior thereto shall, by virtue of the Merger and without any action on the part of any holder thereof, be surrendered and extinguished and each of the issued shares of this Corporation shall continue to represent an issued share of the Surviving Corporation.

RESOLVED: That the preceding resolutions relating to the Merger may be rescinded or amended by this Board of Directors at any time before the Effective Time.