

03-26-2002

Form PTO-1594



U.S. DEPARTMENT OF COMMERCE

(Rev 03/01)

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

102031060

U.S. Patent and Trademark Office

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

3. 26. 02

1. Name of conveying party(ies):  
 Micro Arizala Systems, Inc.  
 2805 S. Industrial  
 Ann Arbor, Michigan

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-Michigan  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):

Name: FundBalance, Inc.  
 Internal Address \_\_\_\_\_  
 Street Address: 5949 Sherry Lane, Suite 1400  
 City Dallas State Tx ZIP 75225

Individual(s) citizenship  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation- Delaware  
 Other \_\_\_\_\_  
 Association \_\_\_\_\_

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

3. Nature of conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other: \_\_\_\_\_

Execution Date: April 1, 1999  
 Effective Date: April 1, 1999

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

A. Trademark Application No. (s)

Trademark Registration No. (s)

2,271,934
<del>1,759,131</del>
1,727,277
1,328,246

Additional numbers attached?  Yes  No

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

Name: Lisa R. Hemphill  
 Internal Address 29<sup>th</sup> Floor

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Street Address: Gardere Wynne Sewell, LLP  
 1601 Elm Street, Suite 3000  
 City: Dallas State: TX ZIP 75201-4761

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

Enclosed  
 Authorized to be charged to deposit account.

8. Deposit account number:

(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.

Lisa R. Hemphill      *Lisa R. Hemphill*      March 25, 2002  
 Name of Person Signing      Signature      Date

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

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

03/26/2002 DBYRNE 00000308 2271934

01 FC:481 40.00 DP  
 02 FC:482 75.00 DP  
 DALLAS 1124498v1

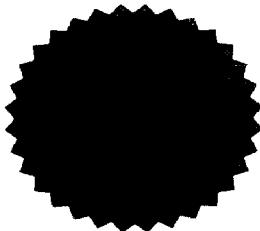
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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER OF "FUNDBALANCE, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1680011

DATE: 03-21-02

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**AGREEMENT OF MERGER**  
of  
**MICRO ARIZALA SYTEMS, INC.,**  
a Michigan corporation  
and  
**FUNDBALANCE, INC.,**  
a Delaware corporation

Agreement of Merger entered into on April 1, 1999, by Micro Arizala Systems, Inc., a business corporation of the State of Michigan, and approved by resolutions adopted by its Board of Directors on said date, and entered into on April 1, 1999 by FundBalance, Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Micro Arizala Systems, Inc. is a business corporation of the State of Michigan (hereinafter referred to as "Micro") with its principal office therein located at 2805 S. Industrial, Suite 200, City of Ann Arbor, County of Washtenaw; and

WHEREAS, the total number of shares of stock which Micro has authority to issue is 50,000, all of which are of one class and without par value; and

WHEREAS, FundBalance, Inc. is a business corporation of the State of Delaware (hereinafter referred to as "FundBalance") with its registered office therein located at 9 East Loockerman, Suite 214, City of Dover, County of Kent; and

WHEREAS, the total number of shares of stock which FundBalance has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each, and all of which 1,000 shares are held beneficially and of record by Tyler Corporation, a Delaware corporation ("Tyler"); and

WHEREAS, the Michigan Business Corporation Act permits a merger of a business corporation of the State of Michigan with and into a business corporation of another jurisdiction; and

WHEREAS, the Delaware General Corporation Law permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Micro and FundBalance and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Micro with and into FundBalance pursuant to the provisions of the Michigan Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Micro and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by FundBalance and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.**

- 1. Micro and FundBalance shall, pursuant to the provisions of the Michigan Business Corporation Act and the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to-wit, FundBalance, Inc., a Delaware corporation, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Micro Arizala Systems, Inc., a Michigan corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Michigan Business Corporation Act.**
- 2. Attached hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.**
- 3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.**
- 4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or**

until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into 41.4105 shares of Tyler. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
6. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Michigan Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Michigan and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Michigan and the State of Delaware and elsewhere to effectuate the merger herein provided for.
7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

**IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto on this 1st day of April, 1999.**

**FUNDBALANCE, INC.,**  
a Delaware Corporation

By:   
John M. Yeaman, President

**F. B. ENTERPRISES, INC.,**  
a Michigan corporation

By:   
Andy A. Arizala, II, President

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**CERTIFICATE OF SECRETARY**  
of  
**FUNDBALANCE, INC.,**  
a Delaware corporation

The undersigned, being the Secretary of FundBalance, Inc., a Delaware corporation, does hereby certify that the holder of all of the outstanding stock of said corporation dispensed with a meeting and vote of shareholder, and all of the shareholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the Delaware General Corporation Law, to the adoption of the foregoing Agreement of Merger.

EXECUTED on this 1<sup>st</sup> day of April, 1999.

  
\_\_\_\_\_  
H. Lynn Moore, Jr., Secretary

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STATE OF DELAWARE P.02  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/29/1999  
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**CERTIFICATE OF INCORPORATION  
OF  
FUNDBALANCE, INC.**


- 1 The name of the corporation is FundBalance, Inc.
- 2 The address of the corporation's registered office in the State of Delaware is 9 East Lookerman, Suite 214, in the City of Dover, County of Kent. The name of its registered agent at such address is Capitol Services, Inc.
- 3 The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
- 4 The total number of shares of capital stock that the corporation shall have the authority to issue is 1,000 shares of Common Stock with a par value of \$0.01 per share.
- 5 The name and mailing address of the incorporator is:  
  
Harriet W. Lubnow  
1601 Elm Street, Suite 3000  
Dallas, Texas 75201.
- 6 The number of directors of the corporation shall be fixed in the manner provided in the Bylaws of the corporation and, until changed in the manner provided in the Bylaws, shall be two (2). The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
John M. Yeaman	2800 W. Mockingbird Lane Dallas, Texas 75235
William D. Oates	2800 W. Mockingbird Lane Dallas, Texas 75235



7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the corporation.
8. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
9. A director of the corporation shall not, to the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, be liable to the corporation or its stockholders for monetary damages for breach of his or her fiduciary duty to the corporation or its stockholders.

The undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware does make this certificate, hereby declaring and certifying that this is her act and deed and that the facts herein stated are true, and accordingly has hereunto set her hand this 29<sup>th</sup> day of March, 1999.

  
Harriet W. Lubnow

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