

03-29-2002



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U.S. Department of Commerce  
Patent and Trademark Office

Attorney Docket No. B08939-00012

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

<p>1. Name of conveying party(ies): Tally Systems Corp. (NH) <i>3-13-02</i></p> <p>Additional names of conveyed party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: Tally Systems Corp. (DE) Street Address: 30 Lafayette Street City: Lebanon State: New Hampshire Zip: 03755</p>
<p>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 _____</p> <p>Execution Date: July 22, 1997</p>	<p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): If this document is being filed together with a new application, the execution date of the application is _____ A. Trademark Application No(s). B. Trademark Registration No(s). <u>2,000,139</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:  Lawrence H. Meier Downs Rachlin Martin PLLC 199 Main Street P.O. Box 190 Burlington, Vermont 05402-0190</p>	<p>6. Total number of applications and patents involved: <u>One (1)</u></p> <p>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 <input checked="" type="checkbox"/> Authorized to charge any deficiencies in the enclosed fees to deposit account</p> <p>8. Deposit account number: <u>04-1588</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
<p style="text-align: center;">DO NOT USE THIS SPACE</p>	
<p>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.</p> <p><i>Lawrence H. Meier</i> Lawrence H. Meier 802-863-2375</p> <p style="text-align: right;"><u>3/13/02</u> Date</p> <p style="text-align: right;">Total number of pages, including cover sheet <u>6</u>.</p>	

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# Delaware

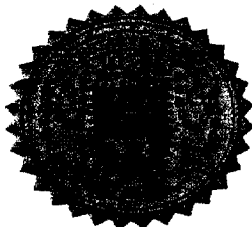
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*The First State*

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 OWNERSHIP, WHICH MERGES:

"TALLY SYSTEMS CORP.", A NEW HAMPSHIRE CORPORATION,

WITH AND INTO "TALLY SYSTEMS CORP." UNDER THE NAME OF "TALLY SYSTEMS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JULY, A.D. 1997, AT 12:15 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1568540

DATE: 01-18-02

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TALLY SYSTEMS CORP.  
a New Hampshire corporation

INTO

TALLY SYSTEMS CORP.  
a Delaware corporation

Tally Systems Corp., a corporation organized and existing under the laws of the State of New Hampshire, ("Tally Systems-NH" or the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the New Hampshire Business Corporation Act on the 24th day of April 1990.

SECOND: That it owns 100% of the issued and outstanding shares of the capital stock of Tally Systems Corp., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware ("Tally Systems-DE" or the "Surviving Corporation") on the 9th day of July, 1997.

THIRD: That its Board of Directors by unanimous written consent in lieu of a special meeting dated July 22, 1997, determined to merge Tally Systems-NH into Tally Systems-DE, and did adopt the following votes:

VOTED: That the Corporation merge itself with and into Tally Systems Corp., a Delaware corporation ("Tally Systems-DE"), and that the Agreement of Merger between the Corporation and Tally Systems-DE in substantially the form attached as Exhibit A hereto (the "Agreement of Merger"), be and it hereby is approved and adopted and that such Agreement of Merger be submitted to the stockholders of the Corporation entitled to vote for their approval; and upon such approval, the proper officers of the Corporation be and they are, and each of them singly is, hereby authorized and directed

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to execute and deliver such Agreement of Merger for and on behalf of the Corporation with any changes therein as such officer, or any one or more of them acting alone, deem appropriate.

VOTED: That the President and Vice President of the Corporation or any Secretary or Assistant Secretary of the Corporation be and they hereby are authorized and directed to make, execute and acknowledge Articles of Merger and a Certificate of Ownership and Merger and to cause the same to be filed in the office of the Secretary of the State of New Hampshire and the Secretary of the State of Delaware, respectively, and to do all acts and things whatsoever, whether within or without the State of New Hampshire or the State of Delaware, which may be necessary or proper to effect said merger; and that such merger shall become effective upon the effective filing of all documents or instruments necessary to perfect such merger pursuant to the requirements of the New Hampshire Business Corporation Act, as amended, and the General Corporation Law of Delaware.

VOTED: That the proper officers of the Corporation be and they are, and each of them singly is, hereby authorized and directed to execute and deliver in the name and on behalf of the Corporation and under its corporate seal, or otherwise, any and all such instruments, certificates, agreements and documents and to do and perform all such acts and things as they deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing votes.

FOURTH: That this merger has been approved by the holders of all of the outstanding shares of the sole class of capital stock of Tally Systems-NH by unanimous written consent in lieu of a special meeting dated July 22, 1997.



