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FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



COMMERCIAL
Office

102057582

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

<p>1. Name of conveying party(ies): OpenSystems.com, Inc.</p> <p><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 - Massachusetts <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:</p> <p><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: January 30, 2002</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Network Intelligence, Inc. Internal Address: Street Address: 55 West Street Walpole, Massachusetts 02081</p> <p><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>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> yes <input checked="" type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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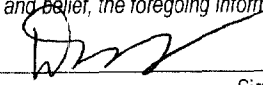
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 75/879,252 and 76/351,323</p>	<p>B. Trademark Registration No.(s) 2,257,515</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence Concerning document should be mailed:</p> <p>Name: Douglas R. Wolf Address: WOLF, GREENFIELD & SACKS, P.C. Federal Reserve Plaza 600 Atlantic Avenue Boston, MA 02210</p>	<p>6. Total number of applications and registrations involved:..... [3]</p> <p>7. Total fee (37 CFR 3.41).....\$ \$90 <input checked="" type="checkbox"/> Enclosed</p> <p>8. Deposit Account No. 23/2825</p>
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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.

Douglas R. Wolf  March 27, 2002
Name Signature Date

Total number of pages including cover sheet, attachments, and document: [4]

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

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02 FC:482 50.00 OP

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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 MERGER, WHICH MERGES:

"OPENSYSTEMS.COM, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "NETWORK INTELLIGENCE, INC." UNDER THE NAME OF "NETWORK INTELLIGENCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1586218

DATE: 01-30-02

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TRADEMARK
REEL: 002484 FRAME: 0688

CERTIFICATE OF MERGER

of

OpenSystems.com, Inc., a Massachusetts corporation,

into

Network Intelligence, Inc., a Delaware corporation

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned corporation hereby submits this Certificate of Merger:

FIRST: The name and state of incorporation of the constituent corporations are: OpenSystems.com, Inc., a Massachusetts corporation ("OpenSystems"), and Network Intelligence, Inc., a Delaware corporation ("Network").

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: The name of the corporation surviving the merger is Network Intelligence, Inc., a Delaware corporation.

FOURTH: The certificate of incorporation of the surviving corporation shall be its certificate of incorporation until duly amended in accordance with the Delaware General Corporation Law.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of Network Intelligence at 55 West Street, Walpole, MA 02081.

SIXTH: A copy of the executed Agreement and Plan of Merger will be furnished by Network, on request and without cost, to any stockholder of OpenSystems or Network.

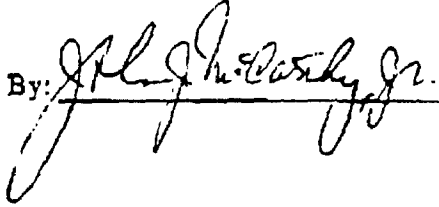
SEVENTH: The stockholders of Network entitled to vote thereon approved the Agreement and Plan of Merger by written consent in accordance with the provisions of Section 228 of the Delaware General Corporation Law. Written notice has been provided to the nonconsenting stockholders of Network pursuant to Section 228(d) of the Delaware General Corporation Law.

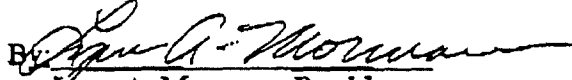
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/30/2002
020059866 - 3484007

IN WITNESS WHEREOF, this Certificate of Merger has been signed by Network Intelligence, Inc., a Delaware corporation, as the surviving corporation, this 30th day of January, 2002.

NETWORK INTELLIGENCE, INC.,
a Delaware corporation,

Attest:

By: 

By: 
Lynn A. Mormann, President