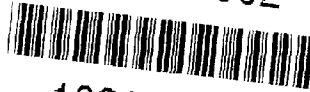


05-24-2002



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

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):

PMSI Services, Inc. 5.20.02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 29, 1999

2. Name and address of receiving party(ies)

Name: Examination Management Services, Inc.

Internal Address:

Street Address: 1111 W. Mockingbird Lane

City: Dallas State: Texas Zip: 75201

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- Other

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1981280

Additional number(s) attached  Yes  No

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

Name: Fulbright & Jaworski L.L.P.

Internal Address: David H. Tannenbaum

Street Address: 2200 Ross Avenue, 28th Floor

City: Dallas State: Texas Zip: 75201

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00

- 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.

Linda M. Merritt  
Name of Person Signing

*Linda M. Merritt*  
Signature

5/7/2002  
Date

Total number of pages including cover sheet, attachments, and document: 3

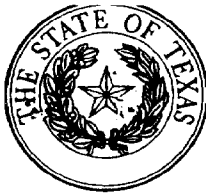
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

05/23/2002 T9IAZ1 00000067 1981280

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The State of Texas  
Secretary of State

CERTIFICATE OF MERGER

EXAMINATION MANAGEMENT SERVICES, INC.

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,  
HEREBY CERTIFIES THAT THE ATTACHED ATTACHED ARTICLES OF MERGER OF

PMSI SERVICES, INC.  
A TEXAS CORPORATION

PROFILE SERVICES, INC.  
A TEXAS CORPORATION

WITH

EXAMINATION MANAGEMENT SERVICES, INC.  
A TEXAS CORPORATION

HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE  
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS  
CERTIFICATE OF MERGER.

DATED DEC. 29, 1999

EFFECTIVE DEC. 31, 1999 AT 09:00 A.M.



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

DEC 29 1999

ARTICLES OF MERGER

CORPORATIONS SECTION

The undersigned parent corporation adopts the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Section 5.16 of the Texas Business Corporation Act.

1. A resolution of merger providing for the merger of PMSI Services, Inc., a Texas corporation ("PMSI"), and Profile Services, Inc., a Texas corporation ("Profile" and, together with PMSI, the "Subsidiary Corporations"), with and into Examination Management Services, Inc., a Texas corporation (the "Parent Corporation"), and resulting in the Parent Corporation being the surviving corporation was adopted by the Parent Corporation on November 12 1999, in accordance with the laws of the State of Texas. A copy of the foregoing resolution of merger and the Articles of Incorporation and Bylaws of the Parent Corporation are attached hereto as Annex A.

2. The name of each of the corporations to be merged, the type of such corporations and the laws under which such corporations were organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State</u>
PMSI Services, Inc.	Business Corporation	Texas
Profile Services, Inc.	Business Corporation	Texas
Examination Management Services, Inc.	Business Corporation	Texas

3. The total number of outstanding shares of each Subsidiary Corporation and the percentage of those shares owned by the Parent Corporation is as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Percentage of Shares Owned by Parent Corporation</u>
PMSI Services, Inc.	1,000 Common Shares	100%
	120,000 Preferred Shares	100%
Profile Services, Inc.	1,000 Common Shares	100%

4. The merger will become effective on December 31, 1999 at 9:00 a.m.  
Dated: December 15, 1999.

EXAMINATION MANAGEMENT SERVICES, INC.

By: [Signature]  
Name: BRETT ADAMS  
Title: CEO