

07-17-2002
102158792

To the Honorable Commissioner c

Remarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 7111-02
Proxy Monitor Services Inc.

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

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

3. Nature of conveyance:

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

Execution Date: December 4, 2001

2. Name and address of receiving party(ies)
Institutional Shareholder
Services, Inc.

Name: _____
Internal Address: _____
Address: _____

Street Address: 2099 Gaither Road
City: Rockville State: MD Zip: 20850

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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)
2,216,516
2,218,981

Additional number(s) attached Yes No

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

Name: Kim A. Walker, Esq.

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
23-2405

(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.

Kim A. Walker
Name of Person Signing

Kim A. Walker
Signature

July 11, 2002
Date

Total number of pages including cover sheet, attachments, and document: 5

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

07/16/2002 6TOM11 00000123 232405 2216516

01 FC:481 40.00 CH
02 FC:482 25.00 CH

State of Delaware
Office of the Secretary of State

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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:

"PROXY MONITOR SERVICES INC.", A DELAWARE CORPORATION, WITH AND INTO "THE PROXY MONITOR INC." UNDER THE NAME OF "INSTITUTIONAL SHAREHOLDER SERVICES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTEENTH DAY OF DECEMBER, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3018063 8100M

AUTHENTICATION: 1505223

010636109

DATE: 12-14-01

TRADEMARK
REEL: 002544 FRAME: 0956

CERTIFICATE OF OWNERSHIP, MERGER AND NAME CHANGE

**MERGING
PROXY MONITOR SERVICES INC.
INTO
THE PROXY MONITOR INC.**

AND

**CHANGING THE NAME OF THE PROXY MONITOR INC.
TO
INSTITUTIONAL SHAREHOLDER SERVICES INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Pursuant to Section 253 of the General Corporation Law of Delaware, **The Proxy Monitor Inc.**, (a Delaware corporation) hereby provides this Certificate of Ownership and Merger. The Proxy Monitor Inc. certifies as follows:

FIRST: The Proxy Monitor Inc. (the "Parent Corporation") owns 100% of the capital stock of **Proxy Monitor Services Inc.** (the "Subsidiary Corporation"), a Delaware corporation.,

SECOND: At a meeting on December 4, 2001, the Board of Directors of The Proxy Monitor Inc., authorized **The Proxy Monitor Inc.** to merge into itself Proxy Monitor Services Inc. by resolutions which read as follows:

RESOLVED: Pursuant to Section 253 of the General Corporation Law of Delaware, **THE PROXY MONITOR INC.** shall merge into itself its wholly owned subsidiary corporation, **PROXY MONITOR SERVICES INC.**, effective December 15, 2001.

RESOLVED: Pursuant to this merger, THE PROXY MONITOR INC. shall be possessed of all the estate, property, rights, privileges and franchises of PROXY MONITOR SERVICES INC. and THE PROXY MONITOR INC. shall assume all of the liabilities and obligations of PROXY MONITOR SERVICES INC.

RESOLVED: Effective December 15, 2001, THE PROXY MONITOR INC. shall change its name to INSTITUTIONAL SHAREHOLDER SERVICES, INC. As of December 15, 2001, the Certificate of Incorporation of THE PROXY MONITOR SERVICES INC. is hereby amended to read as follows:

FIRST: The name of the corporation is INSTITUTIONAL SHAREHOLDER SERVICES INC. (the "Corporation").

RESOLVED: The Officers, Directors and Agents of THE PROXY MONITOR INC. are authorized, jointly or severally, to take such actions and to execute such documents as are necessary or convenient for carrying out the foregoing resolutions.

RESOLVED: All acts of the Officers, Directors and Agents of the Corporation taken prior hereto in connection with the foregoing resolutions are hereby ratified and confirmed.

WHEREFORE, THE PROXY MONITOR INC. has caused this Certificate to be signed by an authorized officer, this 4th day of December, 2001.

THE PROXY MONITOR INC.

By: /s/ Dwight L. Allison III
Dwight L. Allison III, CFO

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