

07-26-2002

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



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

102168914

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

1. Name of conveying party(ies):

MEI Software Systems, Inc.

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

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

2. Name and address of receiving party(ies)

Name: gomembers, Inc.

Internal Address:

Street Address: 2050 - 20 Finley Road

City: Lombard State: IL Zip: 60148

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: November 7, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2399157, 1344059, 1357783

Additional number(s) attached Yes No

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

Name: Alton P. Tripp

Internal Address: Chief Financial Officer gomembers, Inc.

Street Address: 11720 Sunrise Valley Drive

City: Reston State: VA Zip: 20191

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

- 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.

Alton P. Tripp Name of Person Signing

Signature

7/2/2002 Date

Total number of pages including cover sheet, attachments, and document: 15

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

07/26/2002 RAHMED1 00000021 2399157

01 FC:481 02 FC:482

40.00 OP 50.00 OP

TRADEMARK REEL: 002550 FRAME: 0527

ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: N  
EFFECTIVE DATE: 12-27-2000  
PRINCIPAL OFFICE: SUITE 720  
4733 BETHESDA AVE.  
BETHESDA MD 20814-0000  
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED  
300 E LOMBARD ST  
BALTIMORE MD 21202-0000

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE NAME CHANGE  
FROM: GOMEMBERS.COM, INC.  
TO: GOMEMBERS, INC..

DOCID

TRADEMARK  
REEL: 002550 FRAME: 0528

State of Maryland  
**Department of  
Assessments and Taxation**

Charter Division



**Parris N. Glendening**  
*Governor*

**Ronald W. Wineholt**  
*Director*

**Paul B. Anderson**  
*Administrator*

MULDOON MURPHY & FAUCETTE  
5101 WISCONSIN AVE NW  
WASHINGTON

DC 20016-4120

Date: 12-27-2000

This letter is to confirm acceptance of the following filing:

ENTITY NAME: . . . . GOMEMBERS, INC.  
DEPARTMENT ID : D04378071  
TYPE OF REQUEST : ARTICLES OF AMENDMENT & RESTATEMENT / NAME CHANGE  
DATE FILED : 12-27-2000  
TIME FILED : 04:03-PM  
RECORDING FEE : \$20.00  
EXPEDITED FEE : \$90.00  
COPY FEE : \$13.00  
FILING NUMBER : 1000280798000000  
CUSTOMER ID : 0000543698  
WORK ORDER NUMBER : 0000398190

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201  
Telephone (410) 767-1350  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

0001068975

chtacc

**TRADEMARK**  
**REEL: 002550 FRAME: 0529**

**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO ARTICLES OF INCORPORATION  
OF GOMEMBERS.COM, INC.**

**RECITALS**

- FIRST. The amendment to the Articles of Incorporation was advised and approved by the Board of Directors and is limited to a change expressly authorized by Sections 2-105(a)(12) and 2-605 of the Corporations and Associations Article of the Annotated Code of Maryland to be made without action by the shareholders of go members com, Inc.
- SECOND. go members.com, Inc. desires to restate its charter as currently in effect and the provisions set forth in these Articles of Restatement are all the provisions of the charter currently in effect.
- THIRD. The restatement of the charter has been approved by a majority of the entire board of directors.

**ARTICLE I**

The name of this corporation shall be gomembers, Inc.

**ARTICLE II**

The term of existence of this corporation shall be perpetual.

**ARTICLE III**

designated "common shares." The consideration to be paid for such shares shall be fixed by the Board of Directors.

All voting powers of this corporation shall be vested in the common stock above designated.

The Board of Directors is empowered to authorize the issuance of corporate stock from time to time, whether now or hereafter, for such consideration fixed by the Board of Directors as may have been paid or delivered and, when issued, such shall be deemed fully paid stock and shall not be liable for any further call or assessment.

#### **ARTICLE V**

The shareholders shall have no preemptive right to acquire additional shares of the corporation.

#### **ARTICLE VI**

The address of the principal office of this corporation is 4733 Bethesda Avenue, Suite 720, Bethesda, Maryland 20814.

#### **ARTICLE VII**

The name of the resident agent of this corporation is The Corporation Trust Incorporated, a citizen of the state of Maryland whose address is 300 East Lombard Street, Baltimore, Maryland 21202.

#### **ARTICLE VIII**

The number of directors and officers may be changed from time to time in accordance with the Bylaws but the number of directors shall never be less than one nor more than eleven.

IN WITNESS WHEREOF, gomembers, Inc. has caused these Amended and Restated Articles of Incorporation to be signed in its name and on its behalf by its President and Chief Executive Officer and witnessed or attested by its Corporate Secretary, all as of the 21st day of December, 2000.

GOMEMBERS, INC.



By: Paul Plaia, III  
President and Chief Executive Officer

Attest: Todd Shafafinski  
Todd Shafafinski  
Corporate Secretary  
gomembers, Inc.

THE UNDERSIGNED, President and Chief Executive Officer of gomembers, Inc., who executed on behalf of the corporation the foregoing Amended and Restated Articles of Incorporation, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of corporation, the foregoing Amended and Restated Articles of Incorporation to be the corporate act of the corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Paul Plaia, III

DOCUMENT CODE 13A BUSINESS CODE \_\_\_\_\_

# D04378071

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

**FEES REMITTED**

Base Fee: 20

Org. & Cap. Fee: \_\_\_\_\_

Expedite Fee: 90

Penalty: \_\_\_\_\_

State Recordation Tax: \_\_\_\_\_

State Transfer Tax: \_\_\_\_\_

Certified Copies: top

Copy Fee: 13

Certificates: \_\_\_\_\_

Certificate Fee: \_\_\_\_\_

Other: \_\_\_\_\_

TOTAL FEES: 123

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ Checks

(New Name) Gomembers, Inc.

- Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code
- \_\_\_\_\_ Adoption of Assumed Name

**\*\* EXPEDITED SERVICE \*\***

**\*\* KEEP WITH DOCUMENT \*\***

STATE OF MARYLAND  
DEPT OF ASSESSMENTS AND TAXATION  
WORK ORDER: 0000398190  
DATE: 12-27-2000 04:04 PM  
AMT. PAID: \$123.00

DOCUMENT CODE 13A BUSINESS CODE \_\_\_\_\_

# D04378071

Use \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

ID # D04378071 ACK # 1000280798000000  
LIBER: B00209 FOLIO: 1637 PAGES: 0004  
GOMEMBERS, INC.

12/27/2000 AT 04:03 P WO # 0000398190

**FEES REMITTED**

Base Fee: 20

Org. & Cap. Fee: \_\_\_\_\_

Expedite Fee: 90

Penalty: \_\_\_\_\_

State Recordation Tax: \_\_\_\_\_

State Transfer Tax: \_\_\_\_\_

2 Certified Copies: top

Copy Fee: 13

Certificates: \_\_\_\_\_

Certificate Fee: \_\_\_\_\_

Other: \_\_\_\_\_

TOTAL FEES: 123

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash

Documents on \_\_\_\_\_ Checks \_\_\_\_\_

APPROVED BY: [Signature]

KEYED BY: [Signature]

COMMENT(S): \_\_\_\_\_

**CERTIFIED COPY MADE**

(New Name) Gomembers, Inc.

- Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code

\_\_\_\_\_ Adoption of Assumed Name

Other Change(s) Current directors

CODE \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS: \_\_\_\_\_

Muldoon Murphy & Fawcette  
5101 Wisconsin Ave.  
Washington, D.C. 20016





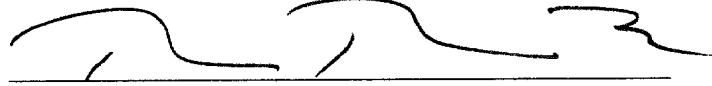
STATE OF MARYLAND  
DEPT OF ASSESSMENTS AND TAXATION  
CUST ID: 0000543698  
WORK ORDER: 0000398190  
DATE: 12-27-2000 04:04 PM  
AMT. PAID: \$123.00



002550

IN WITNESS WHEREOF, gomembers, Inc. has caused these Amended and Restated Articles of Incorporation to be signed in its name and on its behalf by its President and Chief Executive Officer and witnessed or attested by its Corporate Secretary, all as of the 21st day of December, 2000.

GOMEMBERS, INC.



By: Paul Plaia, III  
President and Chief Executive Officer

Attest: Todd Sharafinski

Todd Sharafinski  
Corporate Secretary  
gomembers, Inc.

THE UNDERSIGNED, President and Chief Executive Officer of gomembers, Inc., who executed on behalf of the corporation the foregoing Amended and Restated Articles of Incorporation, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of corporation, the foregoing Amended and Restated Articles of Incorporation to be the corporate act of the corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Paul Plaia, III

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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:

"MEI SOFTWARE SYSTEMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "GOMEMBERS.COM, INC." UNDER THE NAME OF "GOMEMBERS.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTH DAY OF NOVEMBER, A.D. 2000, AT 12:01 O'CLOCK A.M.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0776700

DATE: 11-06-00

3312177 8100M

001557381

DOCID

TRADEMARK  
REEL: 002550 FRAME: 0539

**CERTIFICATE OF MERGER  
OF  
MEI SOFTWARE SYSTEMS, INC.  
INTO  
GOMEMBERS.COM, INC.  
(Under Section 252 of the General  
Corporation Law of the State of Delaware)**

gomembers.com, Inc. hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
  - (a) gomembers.com, Inc., a Maryland corporation ("gomembers"), and
  - (b) MEI Software Systems, Inc., a Delaware corporation ("MEI").
- (2) An agreement of merger has been approved, adopted, certified, executed and acknowledged by gomembers and by MEI, in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is gomembers.com, Inc.
- (4) The Articles of Incorporation of gomembers shall be the Articles of Incorporation of the surviving corporation.
- (5) The surviving corporation is a corporation of the State of Maryland.
- (6) The executed agreement of merger is on file at the office of gomembers at 2050-20 Finley Road, Lombard, Illinois 60148.
- (7) A copy of the agreement of merger will be furnished by gomembers on request and without cost to any stockholder of gomembers or MEI.
- (8) gomembers agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of MEI, as well as for enforcement of any obligation of gomembers arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law, and irrevocably appoints the Secretary of State as its agent to accept service of process in any such suit or other proceedings, a copy of which shall be mailed by the Secretary of State to gomembers at 2050-20 Finley Road, Lombard, Illinois 60148.
- (9) The effective time of the merger shall be 12:01 a.m. on November 7, 2000.

IN WITNESS WHEREOF, gomembers has caused this certificate to be signed by Paul Plaia, III, President and Chief Executive Officer, and attested by Todd Sharafinski, Chief Financial Officer, on the 6<sup>th</sup> day of November, 2000.

gomembers.com, Inc.

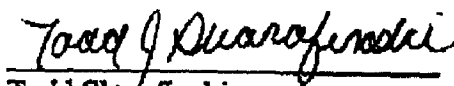
By:



Paul Plaia, III  
President and Chief Executive Officer

ATTEST:

By:



Todd Sharafinski  
Chief Financial Officer

109678.1

TRADEMARK  
REEL: 002550 FRAME: 0541

State of Maryland  
**Department of  
Assessments and Taxation**



**Parris N. Glendening**  
*Governor*

**Ronald W. Winholt**  
*Director*

**Paul B. Anderson**  
*Administrator*

Charter Division

MALDOON, MURPHY & FAUCETTE  
5101 WISCONSIN AVENUE N.W.  
WASHINGTON DC 20016

Date: 11-06-2000

This letter is to confirm acceptance of the following filing:

ENTITY NAME: . . . . . GOMEMBERS.COM, INC.  
DEPARTMENT ID : D04378071  
TYPE OF REQUEST : ARTICLES OF MERGER  
DATE FILED : 11-06-2000  
TIME FILED : 01:53-PM  
RECORDING FEE : \$20.00  
EXPEDITED FEE : \$70.00  
COPY FEE : \$10.00  
FILING NUMBER : 1000241051000000  
CUSTOMER ID : 0000510716  
WORK ORDER NUMBER : 0000379234

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES. EVERY YEAR THIS ENTITY MUST FILE A PERSONAL PROPERTY RETURN IN ORDER TO MAINTAIN ITS EXISTENCE EVEN IF IT DOES NOT OWN PERSONAL PROPERTY. A BLANK RETURN WILL BE MAILED BY FEBRUARY OF THE YEAR FOR WHICH THE RETURN IS DUE.

301 West Preston Street, Baltimore, Maryland 21201  
Telephone (410) 767-1350  
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice  
Fax (410) 333-7097

0001017299

chtacc

**TRADEMARK**  
**REEL: 002550 FRAME: 0542**



ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: N  
EFFECTIVE DATE: 11-06-2000  
PRINCIPAL OFFICE: SUITE 720  
4733 BETHESDA AVE.  
BETHESDA MD 20814-0000  
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED  
300 E LOMBARD ST  
BALTIMORE MD 21202-0000

COMMENTS:

EFFECTIVE DATE: 11/7/2000 AT 12:01 A.M.

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:

SURVIVOR:

(DO4378071) GOMEMBERS.COM, INC.

MERGED ENTITIES:

MEI SOFTWARE SYSTEMS, INC. (DE).

DOCID

RECORDED: 07/22/2002

TRADEMARK  
REEL: 002550 FRAME: 0543