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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): GROUP TECHNOLOGIES, INC. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: NETWORK DATA, INC. Internal Address: Street Address: 103 Foulk Road City: Wilmington State: Delaware Zip: 19803 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: September 30, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2032411 2089461 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Timothy H. Hiebert Internal Address: Samuels, Gauthier & Stevens LLP Street Address: 225 Franklin Street, Suite 3300 City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 501427 (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. Timothy H. Hiebert Signature Date: October 28, 2002 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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 OWNERSHIP, WHICH MERGES:

"GROUP TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "NETWORK DATA, INC." UNDER THE NAME OF "NETWORK DATA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2000, AT 4:03 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0706525

DATE: 09-29-00

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:03 PM 09/29/2000
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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING

**GROUP TECHNOLOGIES, INC., A DELAWARE CORPORATION
WITH AND INTO ITS PARENT COMPANY
NETWORK DATA, INC., A DELAWARE CORPORATION**

Network Data, Inc., a Delaware corporation (or "Network Data"), does hereby certify that:

FIRST: Network Data was incorporated on the 19th day of July, 1995, in accordance with Delaware Code Title 8 §§102 *et seq.*, the General Corporation Law of Delaware (the "DGCL").

SECOND: Group Technologies, Inc., a Delaware corporation (or "Group Technologies") was incorporated on July 19, 1995 also in accordance with the DGCL.

THIRD: Group Technologies is authorized to issue One Thousand (1,000) shares of capital stock having one cent (\$.01) par value per share, all of the outstanding shares of which are issued to and held of record by Network Data.

FOURTH: In accordance with §253 of the DGCL, the Board of Directors of Group Technologies has approved (and adopted resolutions approving) the Agreement and Plan of Merger at a duly held special Board meeting conducted on September 26, 2000.

FIFTH: In accordance with §253 of the DGCL, the Board of Directors of Network Data, on its own behalf and as sole stockholder of Group Technologies, has approved (and adopted resolutions approving) the Agreement and Plan of Merger at a duly held special Board meeting and special Stockholder meeting; each of which were conducted on September 26, 2000, at which time the following resolution was adopted:

RESOLVED, that the Board of Directors of the Corporation hereby approves the merger of the Corporation's wholly-owned Delaware subsidiary, Group Technologies, Inc., with and into the Corporation pursuant to Internal Revenue Code §368 and the laws of the State of Delaware, wherein the corporation shall serve as the surviving entity to the merger, and upon the effective date of such merger, all of the outstanding capital stock of Group Technologies shall be canceled and returned to the Corporation.

SIXTH: Both Network Data and Group Technologies, in accordance with §253 of the DGCL, have caused the Agreement and Plan of Merger to be approved, adopted, certified, executed and acknowledged.

SEVENTH: The name of the surviving corporation to the merger shall be "Network Data, Inc."

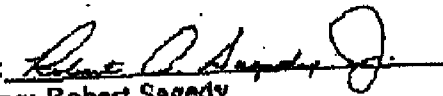
EIGHTH: The Certificate of Incorporation and Bylaws of Network Data shall be the Certificate of Incorporation and Bylaws of the surviving corporation contemplated in the Agreement and Plan of Merger without amendment or other modification.

NINTH: The executed original of such Agreement and Plan of Merger shall be maintained at the corporate offices of the surviving corporation located at 103 Foulk Road, Wilmington, County of New Castle, Delaware, 19803, and a copy of the Agreement and Plan of Merger shall be furnished upon request and without cost to any interested party.

TENTH: The effective legal date of the merger contemplated by this Certificate and related documents shall be September 30, 2000, at 11:59 p.m.

IN WITNESS WHEREOF, Network Data has caused this certificate to be signed, affirmed and acknowledged by its Treasurer this 28th day of September, 2000, and such certificate is the act and deed of Network Data and the facts stated herein are true.

NETWORK DATA, INC.
A Delaware Corporation

BY: 
Name: Robert Sagady
Title: Treasurer