

09-03-2002

SUBSTITUTE FORM PTO 1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of

102208263

and all other documents or copy thereof.

1. Name of conveying party(ies):
 Scanvec Inc. *8.29.02*

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

2. Name and address of receiving party(ies):
 Scanvec Amiable, Inc.
 International Plaza Two, Suite 625
 Philadelphia, PA 19113

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation: Pennsylvania
 Other: _____

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & addresses attached? Yes No

Execution Date: November 14, 2001

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

A. Trademark Application No.(s):

B. Trademark Reg. No.(s): 1732781; 2009420

Additional numbers attached Yes No

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

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$65.00
 Enclosed
 Authorized to be charged to deposit account

Harriet E. Perkins, Esq.
 Drinker Biddle & Reath LLP
 One Logan Square
 18th and Cherry Streets
 Philadelphia, PA 19103-6996

8. Deposit Account Number:

Attorney Docket No. 177157

DO NOT USE THIS SPACE

9. 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.

HARRIET E. PERKINS
 Name of Person Signing

Harriet E. Perkins
 Signature

August 21, 2002
 Date

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

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

08/30/2002 LMUELLER 00000164 1732781
 01 FC:481 40.00 OP
 02 FC:482 25.00 OP

FINANCE SECTION
 2002 AUG 29 AM 8:05
 OFFICE OF PUBLIC RECORDS

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 MERGER, WHICH MERGES:

"SCANVEC INC.", A DELAWARE CORPORATION,
WITH AND INTO "SCANVEC AMIABLE, INC." UNDER THE NAME OF "SCANVEC AMIABLE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2001, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 12 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

3461894 8100M

AUTHENTICATION: 1472168

010596874

DATE: 11-29-01

TRADEMARK
REEL: 002573 FRAME: 0359

CERTIFICATE OF MERGER
of

SCANVEC INC.

with and into

SCANVEC AMIABLE, INC.
[UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE]

SCANVEC INC. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - (A) Scanvec Inc., a Delaware corporation ("Scanvec") and
 - (B) Scanvec Amiable, Inc., a Pennsylvania corporation ("Amiable").
2. An Agreement and Plan of Merger (the "Merger Agreement") by and among Scanvec and Amiable has been approved, adopted, certified, executed and acknowledged by Scanvec and Amiable, being each of the constituent corporations thereto, 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 corporation surviving the merger is Scanvec Amiable, Inc., a Pennsylvania corporation (the "Surviving Corporation").
4. The Articles of Incorporation of Amiable, as in effect immediately prior to the effective time of the merger, shall be the Articles of Incorporation of the Surviving Corporation.
5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at International Plaza Two, Suite 625, Philadelphia, Pennsylvania 19113.
6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Scanvec or Amiable.
7. The certificate of merger shall be effective on December 31, 2001 at 12:00 AM.

Amiable has joined in the execution of this Certificate for the purpose of agreeing that the Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of the State of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger,

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including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and that Amiable, as the Surviving Corporation, hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings who may mail a copy of such proceedings to Scanvec Amiable, Inc., International Plaza Two, Suite 625, Philadelphia, Pennsylvania 19113, attn.: President.

IN WITNESS WHEREOF, Scanvec, Inc. and Scanvec Amiable, Inc. have each caused this Certificate to be signed by a duly authorized officer thereof, as of the 14 day of November, 2001.

SCANVEC INC.

By: Ramon Harel

Name: Dr. Ramon Harel

Title: President and CEO

SCANVEC AMIABLE, INC.

By: Gerald J. Kochanski

Name: Gerald J. Kochanski

Title: Vice President and Chief Financial Officer