

12-05-2002



ORDINATION FORM COVER SHEET
RADEMARKS ONLY

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

102303055

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

1. Name of conveying party(ies): 12-282
Milliken & Michaels, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

2. Name and address of receiving party(ies)
Name: Co-Source Corporation
Internal Address: _____
Address: _____
Street Address: 507 Prudential Road
Horsham State: PA Zip: 19044
City: _____ State: _____ Zip: _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 12/23/1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,752,873
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Christopher M. Turk
Internal Address: 9 th Floor
Blank Rome Comisky & McCauleyLLP
Street Address: One Logan Square
Philadelphia State: PA Zip: 19103
City: _____ State: _____ Zip: _____

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:
02-2555
(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.
Christopher M. Turk November 25, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 16

12/04/2002 TDIAZ1 00000207 022555 1752873
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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REEL: 002628 FRAME: 0798

State of Delaware
Office of the Secretary of State

PAGE 1

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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:

"METROPOLITAN CONSUMER COLLECTION SERVICES, INC.", A
DELAWARE CORPORATION,

"MILLIKEN & MICHAELS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CO-SOURCE CORPORATION" UNDER THE NAME OF

"CO-SOURCE CORPORATION", 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 DECEMBER, A.D. 1999, AT

10:05 O'CLOCK A.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: 0170564

DATE: 12-29-99

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**CERTIFICATE OF MERGER
OF
MILLIKEN & MICHAELS, INC.
METROPOLITAN CONSUMER COLLECTION SERVICES, INC.
(Delaware Corporations)
INTO
CO-SOURCE CORPORATION
(a Delaware corporation)**

In compliance with the requirements of Section 252 of the General Corporation Law of the State of Delaware, as amended or supplemented from time to time, the undersigned corporations hereby certify that:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name of corporation</u>	<u>State of incorporation</u>
Milliken & Michaels, Inc.	Delaware
Metropolitan Consumer Collection Services, Inc.	Delaware
Co-Source Corporation	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation in the merger herein certified is Co-Source Corporation (hereinafter sometimes referred to as the "Surviving Corporation"), which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: That the Certificate of Incorporation of Co-Source Corporation, which is surviving the merger, shall be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: That the executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: c/o Co-Source Corporation, Attn: Peter Winnington, 300 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801.

SIXTH: That a copy of the Agreement and Plan of Merger shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective as of date of filing.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by a duly authorized officer as of the 23rd day of December, 1999.

Co-Source Corporation

By: 

Name: Steven L. Winokur

Title: CFO and Treasurer

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and dated as of December 23, 1999, by and between Co-Source Corporation (the "Corporation"), a Delaware corporation, Milliken & Michaels, Inc. ("M&M") and Metropolitan Consumer Collection Services, Inc. ("Metropolitan"), which are business corporations of the State of Delaware (M&M and Metropolitan collectively referred to herein as the "Constituent Corporations").

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BACKGROUND

The respective Boards of Directors of the Corporation and the Constituent Corporations each have determined that it is desirable and in the best interest of each corporation that the Constituent Corporations be merged into the Corporation in accordance with the provisions of this Plan of Merger and subject to applicable law.

NOW, THEREFORE, in consideration of the mutual agreements and conditions contained herein and intending to be legally bound, the parties hereby agree as follows:

1. **Merger.**

On the Effective Date (as hereinafter defined), the Constituent Corporations shall be merged with and into the Corporation, and the Corporation shall be the corporation surviving the merger and shall retain its current corporate name (the Corporation is also referred to herein as the "Surviving Corporation"). On the Effective Date of the merger, the Constituent Corporations shall cease to exist and thereafter their respective properties, business, assets and liabilities shall become the properties, business, assets and liabilities of the Corporation as the surviving corporation, and the Corporation shall continue to exist as a corporation under the laws of the State of Delaware.

2. **Certificate of Incorporation.**

The Certificate of Incorporation of the Corporation on the Effective Date shall be and remain the Certificate of Incorporation of the Surviving Corporation unless and until otherwise amended or modified.

3. **Conversion of Stock.**

(a) On the Effective Date, each share of Common Stock of the Corporation issued or outstanding immediately prior thereto shall become and be converted into one fully paid and non-assessable share of the Common Stock of the Surviving Corporation. Each stock certificate representing outstanding Common Stock of the Corporation immediately prior to the Effective Date shall on and after the Effective Date be deemed, for all purposes, to represent the same number of full shares of Common Stock of the Surviving Corporation.

(b) On the Effective Date, each share of capital stock of each of the Constituent Corporations outstanding or held in treasury immediately prior thereto shall be canceled.

4. Bylaws.

The Bylaws of the Corporation at the Effective Date shall be and remain the Bylaws of the Surviving Corporation unless and until otherwise amended or modified.

5. Directors and Officers.

The directors and officers of the Corporation immediately prior to the Effective Date shall be and remain the directors and officers of the Surviving Corporation and, subject to the Bylaws of the Surviving Corporation, shall hold office until their respective successors shall have been elected and shall have qualified, subject to removal, resignation or such other change as may otherwise occur.

6. Effective Date.

The merger shall be effective as of the close of business on the date of filing the Certificate of Merger with the State of Delaware (which date is herein called the "Effective Date").

7. Amendment.

The Corporation and the Constituent Corporations, by agreement in writing authorized by their respective Boards of Directors, may amend this Plan of Merger at any time before or after approval hereof by the shareholders of either or both of them, but, after any such approval, no amendment shall be made which substantively changes the terms hereof without the further approval of such shareholders.

8. Further Actions.

To carry out this Plan of Merger, upon approval hereof, the President, any Vice President, the Treasurer and the Secretary of the Corporation and the Constituent Corporations, respectively, shall be vested with full authority to perform all such further acts and to execute any and all agreements, papers and documents necessary or proper in order to give effect to and to consummate the merger.

9. Expenses.

All charges and expenses necessarily involved in carrying out this Plan of Merger shall be borne by the party that incurred it.

10. Termination.

This Plan of Merger may be terminated at any time prior to the Effective Date by the mutual agreement of the Board of Directors of the Corporation and the Constituent Corporations.

11. Governing Law.

This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Delaware.

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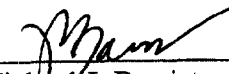
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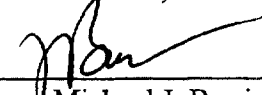
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IN WITNESS WHEREOF, intending to be legally bound hereby, the parties hereto have caused this Plan of Merger to be duly executed as of the date first above written.

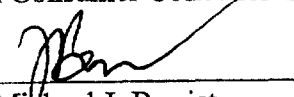
Source Corporation

Milliken & Michaels, Inc.

By: 
Print name: Michael J. Barrist
Print title: CEO and President

By: 
Print name: Michael J. Barrist
Print title: CEO & President

Metropolitan Consumer Collection Services, Inc.

By: 
Print name: Michael J. Barrist
Print title: CEO and President

MILLIKEN & MICHAELS, INC.

JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER

The undersigned, constituting the entire Board of Directors and the sole stockholder of Milliken & Michaels, Inc. (the "Corporation"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of the Corporation that the Corporation merge into Co-Source Corporation ("Co-Source"), a Delaware corporation, with Co-Source surviving such Merger (the "Merger") and the Corporation going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, inter alia, the Corporation and Co-Source and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of the Corporation to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of the Corporation be and they are hereby authorized to execute and deliver the Merger Documents on behalf of the Corporation and to consummate the Merger.
3. The appropriate officers of the Corporation are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

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4. The appropriate officers of the Corporation are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

Dated: December 23, 1999

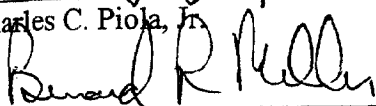
DIRECTORS:



Michael J. Barrist



Charles C. Piola, Jr.



Bernard R. Miller

SOLE STOCKHOLDER:


Co-Source Corporation

By: 

Print Name: Michael J. Barrist

Print Title: CEO & President

Filed with the undersigned on December 23, 1999.



Steven L. Winokur, Assistant Secretary

METROPOLITAN CONSUMER COLLECTION SERVICES, INC.

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

The undersigned, constituting the entire Board of Directors and the sole stockholder of Metropolitan Consumer Collection Services, Inc. (the "Corporation"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

WHEREAS, the Board of Directors and sole stockholder deem it advisable and in the best interest of the Corporation that the Corporation merge into Co-Source Corporation ("Co-Source"), a Delaware corporation, with Co-Source surviving such Merger (the "Merger") and the Corporation going out of existence; and

WHEREAS, a form of Agreement and Plan of Merger among, *inter alia*, the Corporation and Co-Source and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and sole stockholder; and

WHEREAS, the Board of Directors and sole stockholder have determined that it is in the best interest of the Corporation to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of the Corporation be and they are hereby authorized to execute and deliver the Merger Documents on behalf of the Corporation and to consummate the Merger.
3. The appropriate officers of the Corporation are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

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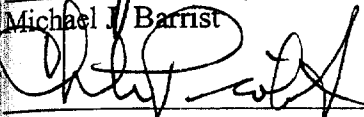
4. The appropriate officers of the Corporation are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

Dated: December 23, 1999

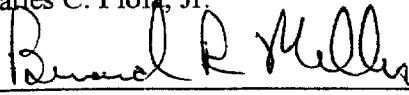
DIRECTORS:



Michael J. Barrist



Charles C. Piola, Jr.



Bernard R. Miller

SOLE STOCKHOLDER:


Co-Source Corporation

By: 

Print Name: Michael J. Barrist

Print Title: CEO & President

Filed with the undersigned on December 23, 1999.



Steven L. Winokur, Assistant Secretary

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CO-SOURCE CORPORATION

**JOINT ACTION BY UNANIMOUS CONSENT IN
WRITING BY THE BOARD OF DIRECTORS AND STOCKHOLDERS**

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The undersigned, constituting the entire Board of Directors and the stockholders of Co-Source Corporation (the "Corporation"), a Delaware corporation, do hereby, by unanimous consent in writing pursuant to the authority contained in applicable corporate laws, without the formality of convening meetings of the directors and stockholders, consent to the following preambles and resolutions:

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WHEREAS, the Board of Directors and stockholders deem it advisable and in the best interest of the Corporation that Milliken & Michaels, Inc. ("M&M"), and Metropolitan Consumer Collection Services, Inc. ("Metropolitan"), which are business corporations of the State of Delaware (M&M and Metropolitan collectively referred to as "Constituent Corporations"), merge with and into the Corporation, with the Corporation surviving such Merger (the "Merger") and the Constituent Corporations going out of existence; and

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WHEREAS, a form of Agreement and Plan of Merger among, inter alia, the Corporation and the Constituent Corporations and related Certificate of Merger, attached hereto, and all related documents (all of the foregoing collectively called the "Merger Documents"), have been submitted to and reviewed by the Board of Directors and stockholders; and

WHEREAS, the Board of Directors and stockholders have determined that it is in the best interest of the Corporation to enter into the Merger Documents and to consummate the Merger.

NOW, THEREFORE, be it RESOLVED THAT:

1. The Merger and the Merger Documents and all related transactions contemplated by the Merger Documents are hereby approved, adopted and authorized in all respects.
2. The appropriate officers of the Corporation be and they are hereby authorized to execute and deliver the Merger Documents on behalf of the Corporation and to consummate the Merger.
3. The appropriate officers of the Corporation are hereby authorized, empowered and directed to perform the Merger Documents and to execute such other documents and take such other actions as they deem necessary or desirable (including, but not limited to, executing and filing the Certificate of Merger with all applicable jurisdictions and paying all applicable filing fees) to effect the purposes, covenants, terms and conditions of the Merger Documents and the Merger, and the foregoing preambles and resolutions.

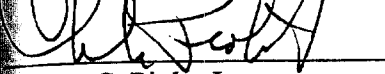
4. The appropriate officers of the Corporation are hereby authorized, empowered and directed to execute such other documents and take such other actions as they deem necessary or desirable to effectuate the purposes, covenants, terms and conditions of the foregoing preambles and resolutions.

Dated: December 23, 1999

DIRECTORS:



Michael J. Barrist



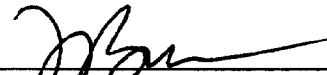
Charles C. Piola, Jr.



Bernard R. Miller

STOCKHOLDERS:

Co-Source Funding Corp.

By: 

Print Name: Michael J. Barrist

Print Title: President

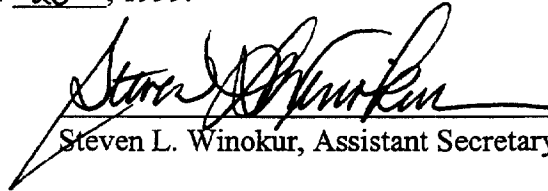
DCI Holdings, Inc.

By: 

Print Name: Michael J. Barrist

Print Title: CEO & President

Filed with the undersigned on December 23, 1999.



Steven L. Winokur, Assistant Secretary

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