

12-09-2002

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

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

102305111

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

1. Name of conveying party(ies): **Savant Corporation**
11-19-02

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

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

2. Name and address of receiving party(ies):
Name: Precise Acquisition Corporation
Street _____
Address: 300 East Lombard Street
Baltimore, Maryland 21202

Individual(s) citizenship: _____
 Association _____
 General Partnership of: _____
 Limited Partnership of: _____
 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: December 5, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,121,118 2,126,778 2,211,934

Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Ann K. Ford, Esq.
Firm: PIPER RUDNICK LLP
Address: 1200 Nineteenth Street, NW
Washington State: DC ZIP: 20036

12/06/2002 TDIAZ1 00000003 2121118

01 FC:8521 40.00 DP
02 FC:8522 50.00 DP

6. Total number of applications and registrations involved: **3**

7. Total fee (37 C.F.R. § 3.41). \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501150
(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.

Ann K. Ford, Esq. [Signature] 11/19/2002
Name of Person Signing Signature Date

Total no. of pages incl. cover sheets, attachments, and document: **9**

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

TRADEMARK
REEL: 002630 FRAME: 0079

ARTICLES OF MERGER

between

SAVANT CORPORATION
(a Maryland corporation)

and

PRECISE ACQUISITION CORPORATION
(a Maryland corporation)

DEC 05 2000

SAVANT CORPORATION, a corporation duly organized and existing under the laws of the State of Maryland ("Savant"), and PRECISE ACQUISITION CORPORATION, a corporation duly organized and existing under the laws of the State of Maryland ("Precise"), do hereby certify that:

FIRST: Savant and Precise agree to merge.

SECOND: The name and place of incorporation of each party to these Articles are Savant Corporation, a Maryland corporation, and Precise Acquisition Corporation, a Maryland corporation. Precise Acquisition Corporation shall survive the merger as the successor corporation and shall continue under the name "Savant Corporation" as a corporation of the State of Maryland.

THIRD: Savant has its principal office in the State of Maryland in Montgomery County and does not own an interest in land in the State of Maryland. Precise has its principal office in the State of Maryland in Baltimore City and does not own an interest in land in the State of Maryland.

FOURTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to the Articles in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) The Board of Directors of Savant by unanimous written consents dated October 24, 2000 and November 9, 2000 signed by all the directors and filed with the minutes of proceedings of the Board of Directors of Savant adopted resolutions which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolutions and directed that the proposed merger be submitted for consideration at a special meeting stockholders of Savant. Notice was waived by each stockholder entitled to vote on the proposed merger and each stockholder not entitled to vote on the proposed merger. The proposed merger was approved by the stockholders of Savant at a special meeting of stockholders held November

13, 2000 by the affirmative vote of two-thirds of all the votes entitled to be cast on the matter.

(b) The Board of Directors of Precise by unanimous written consent dated November 9, 2000 signed by all the directors and filed with the minutes of proceedings of the Board of Directors of Precise adopted resolutions which declared that the proposed merger was advisable on substantially the terms and conditions set forth or referred to in the resolutions and directed that the proposed merger be submitted for consideration by written consent of the sole stockholder of Precise. Notice was waived by each stockholder entitled to vote on the proposed merger and each stockholder not entitled to vote on the proposed merger. By written consent dated November 9, 2000, signed by the sole stockholder of Precise and filed with the minutes of proceedings of stockholders, the proposed merger was approved by the sole stockholder of Precise.

FIFTH: As part of the merger, Article Second of the Charter of Precise is to be amended in its entirety to read as follows: The name of the corporation is "Savant Corporation." The merger does not reclassify or change the terms of a class or series of capital stock of Precise.

SIXTH: The total number of shares of capital stock of all classes which Savant or Precise, respectively, has authority to issue, the number of shares of each class which Savant or Precise, respectively, has authority to issue, and the par value of the shares of each class which Savant or Precise, respectively, has authority to issue are as follows:

(a) The total number of shares of stock of all classes which Savant has authority to issue is 105,005,000 shares, of which 100,000,000 shares are classified as Common Stock (par value \$0.000005) and 5,000 shares are classified as Convertible Preferred Stock - 1996 (par value \$0.001) and 5,000,000 shares are classified as Convertible Preferred Stock - 2000 (par value \$0.000005). The aggregate par value of all the shares of stock of all classes of Savant is \$530.

(b) The total number of shares of stock of all classes which Precise has authority to issue is 1,000 shares, all of which are classified as Common Stock (par value \$0.01 per share). The aggregate par value of all the shares of stock of all classes of Precise is \$10.

SEVENTH: The merger does not change the authorized stock of Precise.

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, for other consideration and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of Common Stock of Precise on the effective time of the merger shall continue, without change as to class or series or otherwise, to be an issued and outstanding share of capital stock of Precise.

(b) Each issued and outstanding share of Common Stock of Savant on the effective time of the merger, shall upon effectiveness and without further act, be canceled and retired and shall cease to exist and shall be converted into the right to receive 0.01372 ordinary shares of Precise Software Solutions Ltd., an Israeli corporation (the "Savant Merger Consideration"). Following the effective time of the merger, each holder of issued and outstanding shares of Common Stock of Savant prior to the effective time shall cease to have any rights with respect to such shares other than the right to receive the Savant Merger Consideration.

\$ 0.00540
in cash and

(c) As soon as practicable following the effective time of the merger, each holder of issued and outstanding shares of Common Stock of Savant shall be entitled to surrender to Precise the certificates representing the shares of Common Stock of Savant held by such holder immediately prior to the effective time of the merger, and, upon such surrender, shall be entitled to receive in exchange therefor the Savant Merger Consideration, together with cash, without interest, in lieu of any fractional ordinary shares of Precise Software Solutions Ltd., an Israeli corporation.

NINTH: Other provisions necessary to effect the merger are as follows:

(a) In addition to any other purposes and powers set forth herein, after the effective time of the merger Precise shall have the purposes and powers of both Savant and Precise prior to the effective time of the merger.

(b) The directors of Precise immediately before the effective time of the merger shall become the directors of Precise at the effective time of the merger with the same terms of office as with Precise.

(c) The By-Laws of Precise immediately before the effective time of the merger shall become the By-Laws of Precise at the effective time of the merger.

TENTH: The merger shall become effective at 11:59 p.m. on December 5, 2000.

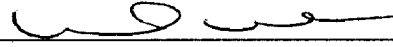
IN WITNESS WHEREOF, Savant Corporation and Precise Acquisition Corporation have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries or assistant secretaries on December 5, 2000.

WITNESS:

SAVANT CORPORATION
(a Maryland corporation)



Assistant Secretary

By  11-30-00

President

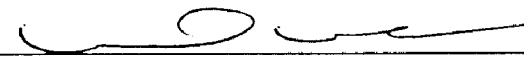
WITNESS:

PRECISE ACQUISITION CORPORATION
(a Maryland corporation)

Secretary

By _____
President

THE UNDERSIGNED, President of Savant Corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

 11-30-00

President

THE UNDERSIGNED, President of Precise Acquisition Corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

President

IN WITNESS WHEREOF, Savant Corporation and Precise Acquisition Corporation have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries or assistant secretaries on December 5, 2000.

WITNESS:

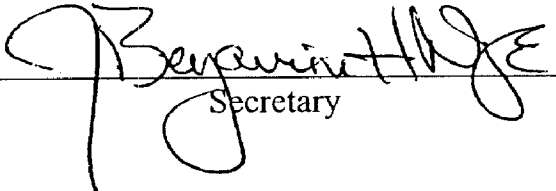
SAVANT CORPORATION
(a Maryland corporation)

Assistant Secretary

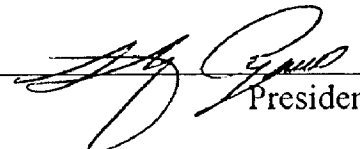
By _____
President

WITNESS:

PRECISE ACQUISITION CORPORATION
(a Maryland corporation)



Secretary

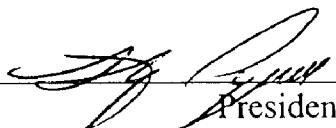
By 

President

THE UNDERSIGNED, President of Savant Corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

President

THE UNDERSIGNED, President of Precise Acquisition Corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



President