

**Attorney Docket No. C0699/20007(DRW)**

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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

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

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

**1. Name of conveying party(ies)**  
The Gamewell Corporation  
Individual(s) citizenship:  
State of Incorporation - Delaware  
Additional name(s) of conveying party(ies) attached?  
**NO**

**2. Name and address of receiving party(ies):**  
Name: Cerberus Technologies, Inc.  
Street Address: 10 Gamewell Drive  
Medway, Massachusetts 02053  
State of Incorporation - Delaware  
If assignee is not domiciled in the United States, a domestic representative designation is attached.  
**NO**

(Designations must be a separate document from assignment.)

Additional name(s) & address(es) attached?  
**NO**

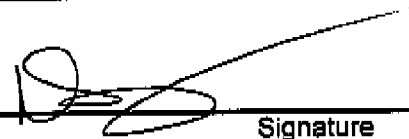
**3. Nature of conveyance:**  
**Merger & Change of Name**  
Execution Date: August 20, 1987

**4. Application number(s) or Registration number(s):**  
A. Trademark Application No(s):  
B. Trademark Registration No(s): 155690  
Additional number(s) attached?  NO  YES

**5. Name and address of party to whom correspondence concerning document should be mailed:**  
Douglas R. Wolf  
Wolf, Greenfield & Sacks, P.C.  
Federal Reserve Plaza  
600 Atlantic Avenue  
Boston, MA 02210

**6. Total number of applications and registrations involved:** 1  
**7. Total fee (37 CFR 3.41)** \$ 40.00  
 Commissioner is authorized to charge the fee to the account of the undersigned.  
**8. Deposit account number:** 23/2825

**DO NOT USE THIS SPACE**

**9. Signature**  
Douglas R. Wolf  May 15, 2003  
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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

OPR/ASSIGNMENTS 3/4 12:18 PAGE 4/13 Right, ...  
Mar . 003 17:06 P.03



# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of

Certificate of Agreement of Merger

filed in this office on AUGUST 25, 1987



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: J. Miller

DATE: April 17, 1989

OPR/ASSIGNMENTS 3/4 12:18 PAGE 5/13 Right  
Mar 03 17:06 P.04

AGREEMENT OF MERGER  
OF  
ARROWHEAD ENTERPRISES INC.  
WITH  
THE GAMEWELL CORPORATION

FILED

AUG 25 1987

10Am

*[Signature]*  
SECRETARY OF STATE

PLAN AND AGREEMENT OF MERGER dated as of August 20, 1987,  
by and between The Gamewell Corporation, a Delaware corporation,  
("Gamewell"), and Arrowhead Enterprises Inc., a Delaware  
corporation ("Arrowhead").

W I T N E S S E T H:

WHEREAS, Gamewell and Arrowhead are each wholly-owned  
subsidiaries of Cerberus Holdings, Inc., a Delaware corporation  
("Holdings"); and

WHEREAS, Gamewell has authorized capital of 1,000 shares  
of Common Stock, \$1.00 per value, of which 500 shares are  
issued and outstanding; and

WHEREAS, Arrowhead has authorized capital of 1,000 shares  
of Common Stock, \$1.00 per value, all of which are issued  
and outstanding; and

WHEREAS, the Boards of Directors of Gamewell and Arrowhead  
deem it advisable to merge Arrowhead into Gamewell in accordance  
with the terms and conditions hereof;

NOW, THEREFORE, in consideration of the premises and  
the mutual covenants and agreements herein contained, the  
parties hereto agree that Arrowhead shall be merged into  
Gamewell which shall be the corporation surviving the merger,  
and that the terms and conditions of the merger and the manner  
of carrying it into effect shall be as follows:

3 288

OPR/ASSIGNMENTS 3/4 12:18 PAGE 6/13 Right.  
 Mar 03 17:07 P.05

**ARTICLE I**

**THE MERGER**

Upon the adoption and approval of this Agreement by Holdings as the sole stockholder of both Gamwell and Arrowhead, such adoption and approval shall be certified by the Secretary or Assistant Secretary of each of Gamwell and Arrowhead and this Agreement shall thereafter be filed with the Secretary of State of the State of Delaware. The Merger shall become effective at the close of business on August 31, 1997 (the "Effective Date"). At the Effective Date, the separate existence of Arrowhead shall cease and Arrowhead shall be merged with and into Gamwell (Gamwell being sometimes referred to herein as the "Surviving Corporation").

**ARTICLE II**

**CONVERSION OF SHARES**

Every two shares of Arrowhead Common Stock issued and outstanding immediately prior to the Merger shall be changed and converted into one share of Gamwell Common Stock, which shall thereupon be issued, fully paid and nonassessable.

**ARTICLE III**

**AMENDMENT OF GAMWELL,  
 CERTIFICATE OF INCORPORATION**

1.1 Upon due filing of this Agreement with the Secretary of State of the State of Delaware, the Certificate of Incorporation of Gamwell shall be amended by deleting therefrom, in full Article I and by inserting in lieu thereof the following new Article I:

TRADEMARK

REEL: 002651 FRAME: 0253

OPR/ASSIGNMENTS 3/4 12:18 PAGE 7/13 Right. ...  
Mar 03 17:07 P.06

The name of the corporation is Cerberus Technologies, Inc.

3.2 Except as specifically amended hereby, from and after the Effective Date, and until thereafter further amended as provided by law, the Certificate of Incorporation of Gamewell as in effect immediately prior to the Merger, shall be and continue to be the Certificate of Incorporation of the Surviving Corporation. From and after the Effective Date, and until thereafter amended as provided by law, the by-laws of Gamewell shall be and continue to be the by-laws of the Surviving Corporation.

ARTICLE IV  
STOCK CERTIFICATES

Following the Effective Date, Holdings shall surrender its certificate or certificates representing shares of Arrowhead Common Stock to Gamewell for cancellation and will receive in exchange therefor a certificate representing 500 shares of Common Stock of Gamewell. The stock transfer books for Arrowhead shall be deemed to be closed at the Effective Date and no transfer of outstanding shares of Arrowhead shall thereafter be made on such books.

0058 0003

IN WITNESS WHEREOF, Gamewell and Arrowhead, pursuant to approval and authorization duly given by resolutions adopted by their respective Boards of Directors, have each caused this Agreement of Merger to be executed by its President or one of its Vice Presidents and attested to by its Secretary or its Assistant Secretary.

THE GANEWELL CORPORATION

Attest: Daniel M. Dielo  
Its Secretary

By: Joseph P. Pettina  
Its President

ARROWHEAD ENTERPRISES INC.

Attest: Daniel M. Dielo  
Its Secretary

By: Albert J. Ferguson  
Its President

The undersigned, the duly elected Secretary of The Gamewell Corporation (the "Corporation"), hereby certifies that all of the outstanding stock of the Corporation entitled to vote for the adoption of the Agreement of Merger dated August 20, 1987 between the Corporation and Arrowhead Enterprises Inc. has been voted for the adoption of said agreement.

Dated: August 20, 1987

Daniel M. Dielo  
Secretary  
The Gamewell Corporation

OPR/ASSIGNMENTS 3/4 12:18 PAGE 9/13 RightFax  
Mar 03 17:07 P.08

The undersigned, the duly elected Secretary of Arrowhead Enterprises Inc. (the "Corporation"), hereby certifies that all of the outstanding stock of the Corporation entitled to vote for adoption of the Agreement of Merger dated August 20, 1987 between the Corporation and The Gamewell Corporation has been voted for adoption of said agreement.

Dated: August 20, 1987

Denise M. Hill  
Secretary  
Arrowhead Enterprises Inc.