

MAR 05 2003

03-11-2003

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Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings



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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):

PROCESS NETWORKING CORPORATION

- Individual(s)
- General Partnership
- Corporation-State
- Other DELAWARE
- Association
- Limited Partnership

3.6.03

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Executed Date: 05/11/2000

2. Name and address of receiving party(ies)

Name: PROCESS SOFTWARE CORPORATION

Internal Address: c/o PLATINUM EQUITY, LLC

Street Address: 2049 CENTURY PARK EAST, #2700

City: LOS ANGELES State: CA Zip: 90067

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State MASSACHUSETTS
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,360,193

Additional number(s) attached Yes No

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

Name: GENERAL COUNSEL

Internal Address: PLATINUM EQUITY, LLC

Street Address: 2049 CENTURY PARK EAST
SUITE 2700

City: LOS ANGELES State: CA Zip: 90067

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:

DO NOT USE THIS SPACE

9. Signature.

MICHAEL ROSS

Name of Person Signing

Michael Ross
Signature

MARCH 5, 2003

Date

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

03/11/2003 DBYRN 00000007 1360193

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

01 FC:8521

40.00 DP

TRADEMARK
REEL: 002687 FRAME: 0831

The Commonwealth of Massachusetts

081

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Philip Norment, *President / *Vice President,
 and Thomas O. Main, *Clerk / *Assistant Clerk,
 of (5) Process Software Corporation
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,
 certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

(M) NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Process Networking Corporation 000577474	Delaware	5, May 15, 1997

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

P.C.

4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

(see attached)

Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

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PROCESS SOFTWARE CORPORATION

RIDER A

RESOLVED, that Process Networking Corporation, a wholly-owned subsidiary of the Corporation be merged with and into the Corporation, upon such terms as may be approved by one or more proper officers of the Corporation;

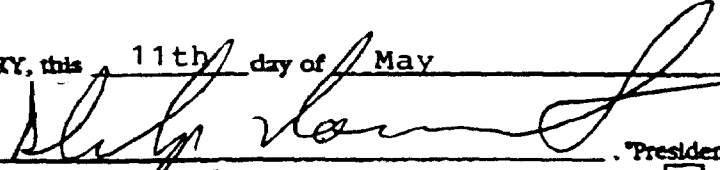
RESOLVED, that any and all acts taken and any and all agreements or other instruments executed on behalf of the Corporation by any officer of the Corporation prior to the execution hereof with regard to the merger authorized and approved by the foregoing resolution be, and they hereby are, confirmed, ratified and approved; and

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, directed and empowered to prepare, execute and deliver all such documents and instruments and to take all such actions as such officers may deem necessary or advisable to carry out and perform the purposes of these resolutions.

5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than thirty days after the date of filing:

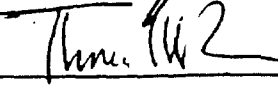
SIGNED UNDER THE PENALTIES OF PERJURY, this 11th day of May, 19 2000.

Philip Norment



President / Vice President

Thomas O. Main



Clerk / Assistant Clerk

*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS
(General Laws, Chapter 156B, Section 82)

RECEIVED
SECRETARY OF THE TREASURY
CORPORATION DIVISION
00 MAY 15 PM 12:56

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 15th day of May, 2000

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 5/19/00 CLERK mc

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Eva M. Kalawski

Platinum Equity Holdingd, LLC

990 Washington St., Suite 111, Dedham, MA 02026

Telephone: 781-461-8888

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