

03-25-2003

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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):

Market Facts IMR, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/31/2002

2. Name and address of receiving party(ies)

Name: Synovate Inc.

Internal Address:

Address:

Street Address: 3040 W. Salt Creek Lane

City: Arlington Hts. State: IL Zip: 60005

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,767,234; 1,745,373 and 2,071,045

Additional number(s) attached Yes No

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

Name: Sean C. Fifield

Internal Address: Lord, Bissell & Brook

Street Address: 115 S. LaSalle St.

City: Chicago State: IL Zip: 60603

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Sean C. Fifield

Name of Person Signing

Signature

March 14, 2003

Date

3

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

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

03/24/2003 ECOOPER 00000126 1767234

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

TRADEMARK REEL: 002698 FRAME: 0159

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/18/2002
020780704 - 0644920

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****MARKET FACTS IMR, INC.****INTO****SYNOVATE, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

SYNOVATE, INC., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation owns all of the outstanding shares of each class of stock of MARKET FACTS IMR, INC., a Delaware corporation incorporated on the 4th day of June 2001, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a Special Meeting of its Board of Directors on December 13, 2002, determined to merge MARKET FACTS IMR, INC. with and into the Corporation:

RESOLVED that SYNOVATE, INC. merge itself with its wholly-owned subsidiary, MARKET FACTS IMR, INC.;

RESOLVED that such merger shall become effective on December 31, 2002;

RESOLVED that the Certificate of Incorporation of the Corporation shall remain unchanged by the merger and remain in full force and effect until further amended in accordance with the Delaware General Corporation Law; and

RESOLVED that the proper officers of the Corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge MARKET FACTS IMR, INC. with and into the Corporation and to assume Market Facts IMR, Inc.'s obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

In witness whereof, the Corporation has caused this certificate to be signed by its authorized officer, this 17 day of December, 2002.

SYNOVATE, INC.

By: 

Name: Paul Darling

Title: Secretary

Delaware

PAGE 1

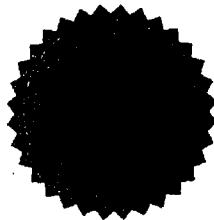
The First State

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 OWNERSHIP, WHICH MERGES:

"MARKET FACTS IMR, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SYNOVATE, INC." UNDER THE NAME OF "SYNOVATE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

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

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AUTHENTICATION: 2169409

DATE: 12-24-02