

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CyberBranch Corporation	Cardinal Services Corporation	07/01/2001	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	CGI Information Systems & Management Consultants, Inc.		
Street Address:	26200 Lahser Road, Suite 100		
City:	Southfield		
State/Country:	MICHIGAN		
Postal Code:	48034		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number		
Registration Number:	2197993		
CORRESPONDENCE DATA			
Fax Number:	(248)357-2720		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(248) 357-3010		
Email:	jbisdorf@raypro.com		
Correspondent Name:	Jeremy D. Bisdorf		
Address Line 1:	26300 Northwestern Highway, 4th Floor		
Address Line 2:	P.O. Box 5058		
Address Line 4:	Southfield, MICHIGAN 48086-5058		
ATTORNEY DOCKET NUMBER:	381314-007000		
NAME OF SUBMITTER:	Jeremy D. Bisdorf		
Total Attachments: 2			
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State of Delaware
Office of the Secretary of State

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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:

"CYBERBRANCH CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC." UNDER THE NAME OF "CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.", 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 JUNE, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY, A.D. 2001.

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

2094349 8100M

AUTHENTICATION: 1220398

010315594

DATE: 06-29-01

TRADEMARK
REEL: 002705 FRAME: 0180

**CERTIFICATE OF OWNERSHIP
OF
CYBERBRANCH CORPORATION
AND
CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.**
(Pursuant to Section 253 of the General
Corporation Law of Delaware)

CGI Information Systems & Management Consultants, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of capital stock of CyberBranch Corporation, a California corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 22nd day of June 2001, determined to merge with CyberBranch Corporation on the conditions set forth in such resolutions:

RESOLVED, that CyberBranch Corporation be merged with and into Corporation, and that Corporation shall assume all of the liabilities and obligations of CyberBranch Corporation;

RESOLVED FURTHER, that the officers of the Corporation are hereby directed to execute certificates of ownership and merger setting forth a copy of the resolution to merge CyberBranch Corporation with and into the Corporation and to assume the liabilities and obligations of CyberBranch Corporation on the date of adoption thereof and to file the same in the office of the Secretary of State of California and in the office of the Secretary of State of Delaware and in any and all other appropriate jurisdictions as prescribed by the laws of the State of California and of the State of Delaware.

FOURTH: That the Corporation shall be the surviving corporation upon the effectiveness of the merger and which effective date shall be July 1, 2001.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its Executive Vice President and Chief Financial Officer this 22nd day of June, 2001.

CGI Information Systems & Management
Consultants, Inc.

By: s/Serge Godin
Serge Godin
President and Chief Executive Officer