

04-14-2003

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(Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
ASG Sub, LLC

4-9-03

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

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

3. Nature of conveyance:

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

Execution Date: 3/25/03

2. Name and address of receiving party(ies)

Name: Allen Systems Group, Inc.

Internal

Address:

Street Address: 1333 Third Avenue South

City: Naples State: FL Zip: 34102

- 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

OFFICE OF PATENT RECORDS
2003 APR -9 PM 3:14
FINANCE SECTION

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

A. Trademark Application No.(s) 76-320,854
76-013,542

B. Trademark Registration No.(s) 1,641,086

Additional number(s) attached Yes No

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

Name: Amanda Jane Elliott, Esq.

Internal Address:

Street Address: 1299 Pennsylvania Ave., NW

10th Floor

City: Washington State: DC Zip: 20004

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:

16-0752

DO NOT USE THIS SPACE

9. Signature.

04/11/2003 DBYRNE 00000021 76320854

01 FC:8521
02 FC:8522

Amanda Jane Elliott
Name of Person Signing

Amanda Jane Elliott
Signature

4/9/03

Date

Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK
REEL: 002711 FRAME: 0067

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Allen Systems Group, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is ASG Sub, LLC a Virginia limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

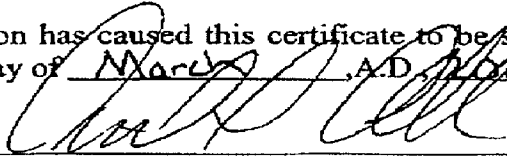
THIRD: The name of the surviving corporation is Allen Systems Group, Inc.

FOURTH: The merger is to become effective on 31 March 2003.

FIFTH: The Agreement of Merger is on file at 1333 3rd Avenue South, Naples, FL 34102, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or partner of any constituent limited liability company.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 14th day of March, A.D. 2003.

By: 
Authorized Officer

Name: Arthur L. Allen
Print or Type

Title: President / CEO / Director