

05-29-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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DEPARTMENT OF COMMERCE J.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): 5.27.03 Management Financial Services, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [X] Corporation-State Tennessee [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies) Name: Medsource Funding, Inc. Internal Address: Street Address: 300 Delaware Ave. Suite 1704 City: Wilmington State: DE Zip: 19801 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [X] 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

3. Nature of conveyance: [ ] Assignment [X] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 12/29/1998

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/321,654 B. Trademark Registration No.(s) Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Timothy D. Pecsénye Internal Address: ninth floor Blank Rome LLP Street Address: One Logan Square Philadelphia PA 19103 City: State: Zip:

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 [ ] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 02-2555

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Timothy D. Pecsénye Name of Person Signing

[Handwritten Signature]

May 22, 2003 Date

Total number of pages including cover sheet, attachments, and documents

4

OFFICE OF PUBLIC RECORDS 2003 MAY 27 PM 4:25 FINANCE SECTION

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

TRADEMARK REEL: 002741 FRAME: 0976

**CERTIFICATE OF MERGER**

**OF**

**All States Credit Service, Inc., a Missouri Corporation  
MAC/TCS, Ltd., an Illinois Corporation  
Management Financial Services, Inc., a Tennessee Corporation  
World Credit, Inc., a Michigan Corporation  
MedSource, Inc., a Delaware Corporation**

**INTO**

**Medsource Funding, Inc., a Delaware Corporation**

In compliance with the requirements of Section 252 of the General Corporation Law of the State of Delaware, as amended or supplemented from time to time, the undersigned corporations hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are as follows:

- (i) All States Credit Service, Inc.....Missouri
- (ii) MAC/TCS, Ltd.....Illinois
- (iii) Management Financial Services, Inc.....Tennessee
- (iv) World Credit, Inc.....Michigan
- (v) MedSource, Inc.....Delaware

(vi) Medsource Funding, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Medsource Funding, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Medsource Funding, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the surviving corporation at: 300 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801.

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The foreign constituent corporations authorized capital stock are as follows:

(i) All States Credit Service, Inc. consists of 1,000 shares of common stock of a par value of \$0.01 each.

(ii) MAC/TCS, Ltd. consists of 10,000 shares of common stock and 2,000 shares of preferred stock without par value.

(iii) Management Financial Services, Inc. consists of 10,000,000 shares of common stock without par value.

(iv) World Credit, Inc. consists of 50,000 shares of common stock of a par value of \$1.00 each.

8. This Certificate of Merger shall be effective as of December 31, 1998.

IN WITNESS WHEREOF, the each of the undersigned corporations has caused this Certificate of Merger to be signed by a duly authorized officer as of the 29<sup>th</sup> day of December, 1998.

Medsource Funding, Inc.

By: 

Name: Michael J. Barrist

Title: Chief Executive Officer & President

Phone: (215) 569-5619  
Fax: (215) 832-5619  
Email: [pecsenye@blankrome.com](mailto:pecsenye@blankrome.com)

May 22, 2003

**VIA FIRST CLASS MAIL**

Commissioner for Trademarks  
Box Assignments/FEE  
Washington, D.C. 20231

Dear Madam:

Enclosed for recordation is a "Merger Document" showing the merger of Management Financial Services, Inc., a Tennessee Corporation, with and into Medsource Funding, Inc., a Delaware Corporation. The Merger affects the following Service mark application:

Mark	Serial Number	Filing Date
MEDSOURCE and Design	75/321,654	July 9, 1997

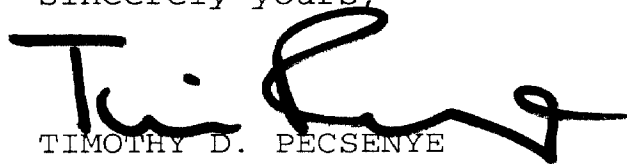
Please charge all fees due in connection with the filing of this merger document to our Deposit Account Number 02-2555. Should any questions arise concerning the recordation of this document, kindly contact me at (215) 569-5619.

Commissioner for Trademarks  
May 22, 2003  
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Please send all correspondence and the original document stamped with reel and frame numbers to the following address:

Timothy D. Pecsénye, Esquire  
Blank Rome LLP  
One Logan Square  
Philadelphia, Pennsylvania 19103-6998

Sincerely yours,

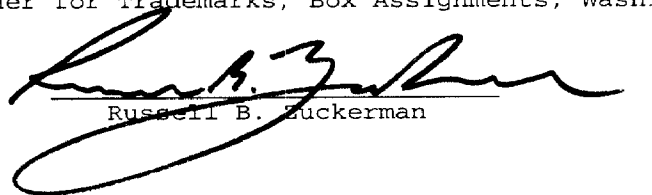


TIMOTHY D. PECSÉNYE

TDP/rbz  
Enclosure  
cc: Glenna J. Deem  
Joel C. Shapiro, Esquire

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service via First Class Mail POST OFFICE TO ADDRESSEE service in an envelope addressed to the Commissioner for Trademarks, Box Assignments, Washington, D.C. 20231, on May 22, 2003.



Russell B. Zuckerman

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALL STATES CREDIT SERVICE, INC.", A MISSOURI CORPORATION,  
"MAC/TCS, LTD.", A ILLINOIS CORPORATION,  
"MANAGEMENT FINANCIAL SERVICES, INC.", A TENNESSEE CORPORATION,  
"MEDSOURCE, INC.", A DELAWARE CORPORATION,  
"WORLD CREDIT, INC.", A MICHIGAN CORPORATION,  
WITH AND INTO "MEDSOURCE FUNDING, INC." UNDER THE NAME OF "MEDSOURCE FUNDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 9499439

DATE: 12-31-98

**TRADEMARK**

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**RECORDED: 05/27/2003**

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