

06-10-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECOR TR

102468499

DEPARTMENT OF COMMERCE 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): Graduate Management Admission Council **6-6-03**

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

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

2. Name and address of receiving party(ies):
 Name: Graduate Management Admission Council
 Internal Address:
 Street Address: 1600 Tysons, Suite 1400
 City: McLean State: VA Zip: 22102
 Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Virginia
 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 Merger
 Security Agreement Change of Name
 Other:
 Execution Date: March 14, 2000

4. Application Number(s) or Registration Number(s):
 A. Trademark Application No.(s): See Schedule A attached
 B. Trademark Registration No.(s): See Scheduled A attached
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jan K. Simpson
 Internal Address:
 Street Address: Fulbright & Jaworski L.L.P. 1301 McKinney, Suite 5100
 City: Houston State: TX Zip: 77010-3095

6. Total Number of applications and registrations involved: 41
 7. Total fee (37 CFR 3.41) \$ 1,640.00
 Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card (Form 2038 enclosed)
 8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature:
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
 Jan K. Simpson
 Name of Person Signing Signature Date **6-3-03**
 Total number of pages including cover sheet, attachments, and document: 19

06/09/2003 DBYRNE 00000034 2707728

01 FC:8521
02 FC:8522

Recordation Form Cover Sheet

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: MS Assignment Recordation Services, Director of the US Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450, on the date shown below.

Dated: June 3, 2003

Signature: Neva M. Dare (Neva M. Dare)

D. Byrne
127922
Refund 600.00
25301838.1

SCHEDULE A

<u>Mark</u>	<u>Serial Number</u>	<u>Registration Number</u>
MBA Pathfinder	76/243,076	2,707,728
Essay Insight	76/465,785	
Global MBA	76/394,175	2,633,684
Diversity Pipeline Alliance	76/229,209	2,620,372
GMAC Networks	76/153,981	
Circle Logo	76/229,210	2,617,368
MBA Survival Kit	76/206,995	
Statistics Interactive	76/289,532	2,606,190
Essay Insight	76/371,667	
Graduate Management Search Service	76/035,314	2,455,212
GMASS	76/035,313	2,442,738
MBA Survival Kit	75/982,123	2,673,632
Exploring the MBA	75/817,185	
Exploring the MBA	75/817,184	2,464,557
MBA Store	75/603,878	2,258,309
GMAT CAT	75/556,114	2,274,518
GMAT CAT	75/555,961	2,274,517
GMAT CAT	75/555,960	2,276,163
GMAT CAT	75/555,958	2,274,515
GMAT AdvoCAT	75/555,951	2,276,162
GMAT AdvoCAT	75/555,702	2,276,159
MBA Computer Direct	75/503,836	2,378,054
The Official GMAT Practice Test	75/281,339	2,289,281

Quantitative Skills Interactive	75/221,018	2,202,345
Destination MBA	75/169,649	2,115,769
Finance Interactive	75/169,646	2,202,335
Accounting Interactive	75/169,645	2,226,830
Destination MBA	75/169,625	2,119,388
MBA Explorer	75/100,369	2,141,858
MBA Explorer	75/100,347	2,077,249
MBA Forums	74/672,362	1,971,321
MBA Forums	74/672,361	1,971,320
Graduate Management Admission Council	74/369,652	1,821,094
Graduate Management Admission Council	74/366,775	1,847,855
Graduate Management Admission Council	74/366,774	1,835,749
Graduate Management Admission Council	74/366,773	1,821,273
Graduate Management Admission Test	74/366,772	1,823,385
Graduate Management Admission Test	74/366,771	1,822,697
GMAT	74/258,183	1,722,023
GMAT	73/347,495	1,220,864
GMAC	73/771,448	1,778,710

**ARTICLES OF MERGER OF
GRADUATE MANAGEMENT ADMISSION COUNCIL,
a New York Not-For-Profit Corporation**

*Not
from*

AND

**GRADUATE MANAGEMENT ADMISSION COUNCIL,
a Virginia Nonstock (not-for-profit) Corporation**

dom

INTO

**GRADUATE MANAGEMENT ADMISSION COUNCIL,
a Virginia Nonstock (not-for-profit) Corporation**

The undersigned corporations, pursuant to Title 13.1, Chap. 10, Art. 11 of the Code of Virginia, hereby execute the following articles of merger and set forth:

ARTICLE I

Attached as Exhibit A is a copy of the Plan of Merger that was adopted and approved by the undersigned corporations.

ARTICLE II

A. The members of Graduate Management Admission Council, a New York corporation, consist of graduate business and management schools. The New York corporation has two classes of members:

1. One Hundred Thirty One (131) Voting Members, each of which is entitled to one (1) vote for the election of Directors and such other business as may be brought before the Corporation.
2. Seven (7) Associate Members, which have no voting rights.

The plan of merger was adopted by the unanimous consent of the Voting Members of the Graduate Management Admission Council, a New York corporation.

B. There are currently no Voting or Associate Members of the surviving corporation, Graduate Management Admission Council, a Virginia corporation. The plan of merger was adopted at a meeting of the board of directors of the Virginia

corporation held on June 17, 1999. The plan of merger received the vote of a majority of the directors in office.

The undersigned Vice President and Corporate Secretary of the New York corporation and the President of the Virginia corporation declare that the facts herein stated are true as of March 14, 2000.

Graduate Management Admission Council, a
New York Corporation

By: 

Name: Nicole M. Chestang

Title: Vice President and Corporate Secretary

Graduate Management Admission Council, a
Virginia Corporation

By: 

Name: David A. Wilson

Title: President

PLAN OF MERGER OF
GRADUATE MANAGEMENT ADMISSION COUNCIL,
a New York Corporation

AND

GRADUATE MANAGEMENT ADMISSION COUNCIL,
a Virginia Corporation

INTO

GRADUATE MANAGEMENT ADMISSION COUNCIL,
a Virginia Corporation

ARTICLE I

NAMES OF THE CONSTITUENT CORPORATION AND
SURVIVING CORPORATION

The name of the constituent corporation is Graduate Management Admission Council, a New York corporation, and Graduate Management Admission Council, a Virginia corporation. The name of the surviving corporation is Graduate Management Admission Council, a Virginia corporation.

ARTICLE II

MEMBERSHIP AND HOLDERS OF CERTIFICATES EVIDENCING
CAPITAL CONTRIBUTIONS AND SUBVENTIONS

Both the constituent and surviving corporations are non-stock, non-profit entities. Accordingly, there are no holders of certificates evidencing capital contributions and subventions.

The membership including their number, classification, and voting rights, as to the constituent corporation, is described as follows:

A. The members of Graduate Management Admission Council, a New York corporation, consist of graduate business and management schools. The corporation has two classes of members:

1. One Hundred Thirty One (131) Voting Members, each of which is entitled to one (1) vote for the election of Directors and such other business as may be brought before the Corporation.

2. Seven (7) Associate Members, which have no voting rights.

B. There are currently no Voting or Associate Members of the surviving corporation. Graduate Management Admission Council, a Virginia corporation. Future members, however, will consist of the One Hundred Thirty One (131) Voting Members and Seven (7) Associate Members of the constituent corporation once the merger is deemed effective. Accordingly, upon merger, the surviving corporation shall have identical membership, including number, classification, and voting rights, as that of the constituent corporation.

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

The manner and basis of converting membership in the constituent corporation into membership in the surviving corporation shall be as follows:

On the effective date, Graduate Management Admission Council, a New York corporation (constituent), shall be merged with and into Graduate Management Admission Council, a Virginia corporation (surviving). The separate existence of Graduate Management Admission Council, a New York corporation, and Graduate Management Admission Council, a Virginia corporation, shall be a single corporation which shall be the Surviving Corporation under the name Graduate Management Admission Council, a Virginia corporation.

The title to all real estate and all other property and assets, including intellectual property rights and the goodwill associated thereof, owned by Graduate Management Admission Council, a New York corporation, shall be assigned, transferred, and vested in Graduate Management Admission Council, a Virginia corporation, without reversion or impairment, and without further act, deed or assignment.

Graduate Management Admission Council, a Virginia corporation, shall assume all liabilities and obligations of Graduate Management Admission Council, a New York corporation, as of the effective date of the merger. Any proceeding pending against Graduate Management Admission Council, a New York corporation, may be continued against Graduate Management Admission Council, a Virginia corporation, as if the merger did not take place, or where circumstances require, Graduate Management Admission Council, a Virginia corporation, may be substituted in the proceeding for Graduate Management Admission Council, a New York corporation.

On the effective date of the merger, the membership of all One Hundred Thirty One (131) Voting Members and Seven (7) Associate Members in Graduate

Management Admission Council, a New York corporation, shall, by virtue of the merger and without any further action on the part of Graduate Management Admission Council, a New York corporation, or Graduate Management Admission Council, a Virginia corporation, be immediately canceled, but said Members shall immediately become Members of Graduate Management Admission Council, a Virginia corporation, with the same identification, classification, and voting rights as before, as if the merger had not taken place and without any further action on the part of Graduate Management Admission Council, a Virginia corporation.

The Board of Directors of Graduate Management Admission Council, a Virginia corporation, following the merger shall consist of the persons who are the Board of Directors of Graduate Management Admission Council, a Virginia corporation, immediately prior to the effective date of the merger, and the Bylaws of Graduate Management Admission Council, a Virginia corporation, in effect immediately prior to the effective date of the merger shall be the Bylaws of Graduate Management Admission Council, a Virginia corporation, following this merger.

After the effective date of merger, Graduate Management Admission Council, a Virginia corporation, shall continue to carry on the business activities now being carried on by Graduate Management Admission Council, a New York corporation.

The purpose and effect of this merger shall be the re-incorporation in the Commonwealth of Virginia of Graduate Management Admission Council, a New York corporation, and the business of Graduate Management Admission Council, a New York corporation, shall be continued without interruption.

Both Graduate Management Admission Council, a New York corporation, and Graduate Management Admission Council, a Virginia corporation, are tax exempt corporations under Section 501(c)(3) of the Internal Revenue Code. The Virginia corporation has adopted all of the corporate purposes of the Articles of Incorporation of the New York corporation. It is therefore the intent of the parties that the merger shall maintain the Graduate Management Admission Council's not-for-profit tax exempt status and that this merger shall be a tax-free reorganization under the applicable sections of the Internal Revenue Code.

ARTICLE IV

AMENDMENTS OR CHANGES IN ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

There will be no amendments or changes in the Articles of Incorporation of the surviving corporation to be effected by the merger.

ARTICLE V

AGREEMENTS BY SURVIVING VIRGINIA CORPORATION REGARDING SERVICE OF PROCESS AND SUIT

Because the surviving corporation is to be a corporation, organized and existing under and by virtue of the laws of the Commonwealth of Virginia, the following statement of agreements on the part of said surviving corporation will, under section 906(d)(2)(D) of the New York Not-for-Profit Corporation Law, be required to be set forth in the Articles or Certificate of Merger which is to be delivered to the New York Department of State for filing:

The surviving corporation, Graduate Management Admission Council, a Virginia corporation, hereby agrees that it may also be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation previously amenable to suit in the State of New York which is a constituent corporation in this merger. and Graduate Management Admission Council, a Virginia corporation, further agrees that it may also be sued in the State of New York in respect of any property transferred or conveyed to it as provided in paragraph (c) of section 907 of the New York Not-for-Profit Corporation Law, or the use made of such property, or any transaction in connection therewith.

ARTICLE VI

MISCELLANEOUS PROVISIONS

1. **Effective Date of Merger.** Articles of Merger shall be filed in the Commonwealth of Virginia in accordance with the laws of Virginia, and Articles or Certificate of Merger shall thereafter be filed in New York in accordance with the laws of that state. The merger of Graduate Management Admission Council, a New York corporation, and Graduate Management Admission Council, a Virginia corporation, shall be effective on the later of the filings of the Articles or Certificate of Merger with the appropriate Department of State.

2. **Counterparts.** For the convenience of the parties and to facilitate approval of this plan, any number of counterparts of this plan may be executed and each such executed counterpart shall be deemed to be an original instrument.

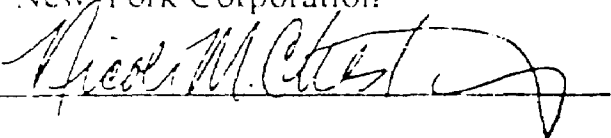
3. **Binding Effect.** The provisions of this Plan shall be binding upon and inure to the benefit of the successors and assigns of the parties.

ARTICLE VII

ADOPTION OF PLAN OF MERGER

This plan has been duly approved and adopted by the Board of Directors of the constituent corporation and the surviving corporation.


Graduate Management Admission Council, a
New York Corporation

By: 

Name: Nicole M. Chestang

Title: Vice President and Corporate Secretary

Date: SEPTEMBER 10, 1999


Notary Public

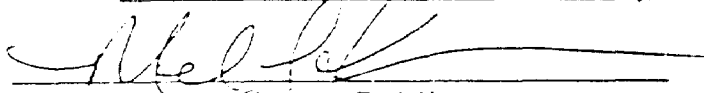
Graduate Management Admission Council, a
Virginia Corporation

By: 

Name: David A. Wilson

Title: President

Date: SEPTEMBER 10, 1999


Notary Public

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

April 4, 2000

The State Corporation Commission finds the accompanying articles submitted on behalf of

GRADUATE MANAGEMENT ADMISSION COUNCIL

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

GRADUATE MANAGEMENT ADMISSION COUNCIL (A NY
CORPORATION NOT QUALIFIED IN VA)

is merged into GRADUATE MANAGEMENT ADMISSION COUNCIL, which continues to exist
under the laws of VIRGINIA with the name GRADUATE MANAGEMENT ADMISSION
COUNCIL. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on April 4, 2000.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0436
00-03-28-0059

**ARTICLES OF INCORPORATION
OF
GRADUATE MANAGEMENT ADMISSION COUNCIL**

The undersigned, in order to form a nonstock corporation under the laws of the Commonwealth of Virginia, hereby executes the following Articles of Incorporation:

ONE: The name of the corporation is: Graduate Management Admission Council.

TWO: The corporation shall have two classes of members as set forth in the bylaws of the corporation

THREE: Two of the directors of the corporation are to be elected by a majority vote of the board of directors as set forth in the bylaws of the corporation. The remaining directors shall be elected or appointed as set forth in the bylaws of the corporation. The term of office for all members of the Board of Directors shall be three years.

FOUR: The corporation's initial registered office address is: 8300 Greensboro Drive, Suite 750, McLean, Virginia 22102

The corporation's initial registered office is physically located in the County of Fairfax, Virginia

FIVE: The initial registered agent of the corporation is an individual who is a resident of Virginia and a member of the Virginia State Bar.

The name and address of the corporation's initial registered agent are:

Martin P. Willard, Esq.
8300 Greensboro Drive
Suite 750
McLean, Virginia 22102

SIX: The duration of the corporation is perpetual.

SEVEN: Additional provisions for the operation of the corporation are as follows:

Upon the dissolution of the corporation, any assets remaining after payment of debts and the expenses of dissolution shall be paid to or applied for the benefit of such educational organization or organizations qualifying for tax exemption under Section 501(c)(3) of the Internal Revenue Code as the directors of the corporation shall designate.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code, 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code

EIGHT: The exclusive purposes for which the corporation is organized are:

- a To develop and administer appropriate assessment instruments for use in management education,
- b To conduct educational research and to facilitate the exchange of information;
- c To provide other services to schools of business and management and to the educational community, and
- d To prepare prospective students for and to educate them about any and all aspects of the pursuit of study in business and management education;
- e To promote the highest standards of professional practice.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office

The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code, 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code

EIGHT: The exclusive purposes for which the corporation is organized are

- a To develop and administer appropriate assessment instruments for use in management education,
- b To conduct educational research and to facilitate the exchange of information,
- c To provide other services to schools of business and management and to the educational community, and
- d To prepare prospective students for and to educate them about any and all aspects of the pursuit of study in business and management education,
- e To promote the highest standards of professional practice

The corporation is organized exclusively for **educational and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.**

NINE: The number of initial directors of the corporation is **thirteen (13)** Their names and addresses are as follows

Janet R. Marks, Chair
Graduate School of Business
Fordham University
113 West 60th Street
New York, NY 10023

Howard Thomas, Vice Chair
College of Commerce & Business Administration
University of Illinois at Urbana-Champaign
1206 South Sixth Street
Champaign, IL 61820

John F. Brennan
Sawyer School of Management
Suffolk University
Beacon Hill
8 Ashburton Place
Boston, MA 02108

Carlos Cavallé
IESE International Graduate School of Management
University of Navarra
Av. Pearson 21
E-08034
Barcelona, SPAIN

Yuk-Shee Chan
Hong Kong University of Science and Technology
Clear Water Bay
Kowloon, Hong Kong (SAR)
CHINA

Paul Danos
Dartmouth College

Amos Tuck School of Business Administration
100 Tuck Hall
Hanover, NH 03755-9030

Martin S. Geisel
Owen Graduate School of Management
Vanderbilt University
410 Twenty-First Avenue, South
Nashville, TN 37203

Andrea S. Hershatter
Goizueta Business School
Emory University
1602 Mizell Drive
Atlanta, GA 30327

Ann Johnston-Scott
Georgia Institute of Technology
DePree School of Management
755 Ferst Drive
Atlanta, GA 30332

Stephen C. Lewis
Product & Business Strategy Office
Ford Motor Company
6 Parklane Boulevard
Suite 451
Dearborn, MI 48126

Marie M. Mookini
Graduate School of Business
Stanford University
350 Memorial Way
Stanford, CA 94305-5015

Charles I. Plosser
William E. Simon Graduate School of Business Administration
Wilson Boulevard
Carl Simon Hall 2-202
Rochester, NY 14627

Robert E. Witt
University of Texas at Arlington
UTA Box 19125
Arlington, TX 76019

TEN: Any person made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because he is or was a director, officer, employee or agent of the corporation shall be and hereby is indemnified against any liability or expense incurred (including reasonable attorney's fees) in such proceeding to the fullest extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act.

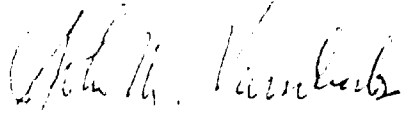
ELEVEN: An amendment to the Articles of Incorporation may be approved by a simple majority of the voting members of the corporation taken at a meeting of the members.

TWELVE: The name and address of the incorporator of the corporation is:

John M. Vassiliades, Esq.
Perkins Coie
607 Fourteenth Street, N.W.
Washington, D.C. 20005-2011

THIRTEEN: The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

INCORPORATOR SIGNATURE:



John M. Vassiliades, Esq.

Dated: February 9, 1999

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

February 19, 1999

The State Corporation Commission has found the accompanying articles submitted on behalf of

GRADUATE MANAGEMENT ADMISSION COUNCIL

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective February 19, 1999.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20436
99-02-11-0022

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of GRADUATE MANAGEMENT ADMISSION COUNCIL on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 13, 2003*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

GRADUATE MANAGEMENT ADMISSION COUNCIL is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is February 19, 1999.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 13, 2003*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

1301 MCKINNEY, SUITE 5100
HOUSTON, TEXAS 77010-3095

TELEPHONE: (713) 651-5151
FACSIMILE: (713) 651-5246

INTERNET ADDRESS:
JKSIMPSON@FULBRIGHT.COM

DIRECT DIAL: (713) 651-5383

HOUSTON
WASHINGTON, D.C.
AUSTIN
SAN ANTONIO
DALLAS
NEW YORK
LOS ANGELES
MINNEAPOLIS
LONDON
HONG KONG

June 3, 2003

MS Assignment Recordation Services
Director of the US Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Re: Merger Recordation

Dear Madam:

Attached hereto for filing are the following:

1. Recordation Form Cover Sheet;
2. Articles of Merger;
3. Schedule A of the trademark registrations/applications covered;
4. Duplicate of this letter with our check in the amount of \$1,640.00 covering the required fee; and
5. Return postcard.

Applicant believes no additional fee is due. However, if an additional fee is due, please charge the deposit account of Fulbright & Jaworski L.L.P., 06-2375 under order no. 10019228, from which the undersigned is authorized to draw.

Respectfully submitted,



Jan K. Simpson
Counsel for Applicant

JKS/nmd

FULBRIGHT & JAWORSKI L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

1301 MCKINNEY, SUITE 5100
HOUSTON, TEXAS 77010-3095

TELEPHONE: (713) 651-5151
FACSIMILE: (713) 651-5246

INTERNET ADDRESS:
JKSIMPSON@FULBRIGHT.COM

DIRECT DIAL: (713) 651-5383

HOUSTON
WASHINGTON, D.C.
AUSTIN
SAN ANTONIO
DALLAS
NEW YORK
LOS ANGELES
MINNEAPOLIS
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HONG KONG

June 3, 2003

MS Assignment Recordation Services
Director of the US Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Re: Merger Recordation

Dear Madam:

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Respectfully submitted,



Jan K. Simpson
Counsel for Applicant

JKS/nmd