

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
Language Analysis Systems Development Inc.		11/25/2003	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Language Analysis Systems, Inc.
Street Address:	2214 Rock Hill Road
City:	Herndon
State/Country:	VIRGINIA
Postal Code:	20170
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2574744	NAME REFERENCE LIBRARY

CORRESPONDENCE DATA

Fax Number: (202)783-2331
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-783-5070
 Email: barritt@fr.com
 Correspondent Name: Keith Barritt
 Address Line 1: 1425 K Street
 Address Line 2: Suite 1100
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	16441-003001
NAME OF SUBMITTER:	Keith Barritt

Total Attachments: 11
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PLAN OF MERGER
OF
LANGUAGE ANALYSIS SYSTEMS DEVELOPMENT, INC.
WITH AND INTO
LANGUAGE ANALYSIS SYSTEMS, INC.

(Under Section 13.1-719 of the Virginia Stock Corporation Act)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
0513496-0 F119044-3 Language Analysis Systems Development, Inc.	Virginia (SUBSIDIARY)
Language Analysis Systems, Inc.	Delaware (PARENT)

SECOND: That Language Analysis Systems, Inc. owns 100% of the issued and outstanding stock of Language Analysis Systems Development, Inc.

THIRD: That on October 15, 2003 the board of directors of Language Analysis Systems, Inc. approved a resolution merging Language Analysis Systems Development, Inc. with and into Language Analysis Systems, Inc. and assuming all obligations of Language Analysis Systems Development, Inc.

FOURTH: All shares of the subsidiary shall be cancelled as a result of the merger. There are no outstanding rights to acquire securities of the subsidiary.

IN WITNESS WHEREOF, Language Analysis Systems, Inc. has caused this Certificate of Merger to be signed by its President this 25th day of November 2003.

Language Analysis Systems, Inc.

By: John C. Hermansen
John C. Hermansen
President

ARTICLES OF MERGER OF
LANGUAGE ANALYSIS SYSTEMS DEVELOPMENT, INC. ,
(a domestic corporation)
WITH AND INTO
LANGUAGE ANALYSIS SYSTEMS, INC.
(a foreign corporation)

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby executes the following articles of merger and set forth:

ONE

The names of the merging corporations are Language Analysis Systems Development, Inc., a corporation authorized by law to issue shares, organized under the laws of the Commonwealth of Virginia and Language Analysis Systems, Inc. a corporation authorized by law to issue shares, organized under the laws of the State of Delaware.

TWO

Annexed hereto and made a part hereof is the Plan of Merger for merging Language Analysis Systems Development, Inc., with and into Language Analysis Systems, Inc.

THREE

The board of directors of Language Analysis Systems, Inc. adopted the Plan of Merger. Shareholder approval for each corporation was not required pursuant to section 13.1-719 of the Code of Virginia because Language Analysis Systems Development, Inc. is a wholly-owned subsidiary of Language Analysis Systems, Inc. Adoption by the board of directors of Language Analysis Systems Development, Inc. was not required pursuant to section 13.1-719 of the Code of Virginia because Language Analysis Systems Development, Inc. is a wholly-owned subsidiary of Language Analysis Systems, Inc.

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The undersigned President declares that the facts herein stated are true as of November 25, 2003.

LANGUAGE ANALYSIS SYSTEMS DEVELOPMENT, INC.

By: John C. Hermansen
John C. Hermansen
President

The undersigned President declares that the facts herein stated are true as of November 25, 2003.

LANGUAGE ANALYSIS SYSTEMS, INC.

By: John C. Hermansen
John C. Hermansen
President

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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

December 5, 2003

The State Corporation Commission finds the accompanying articles submitted on behalf of
LANGUAGE ANALYSIS SYSTEMS, INC.

to comply with the requirements of law and confirms payment of all related fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

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

Language Analysis Systems Development, Inc.

is merged into LANGUAGE ANALYSIS SYSTEMS, INC., which continues to exist under the
laws of DELAWARE with the name LANGUAGE ANALYSIS SYSTEMS, INC., the separate
existence of each non-surviving entity ceases.

The certificate is effective on December 5, 2003.

STATE CORPORATION COMMISSION

By 

Commissioner

MERGACPT
CIS0375
03-12-05-3003

TRADEMARK
REEL: 002785 FRAME: 0458

Commonwealth of Virginia

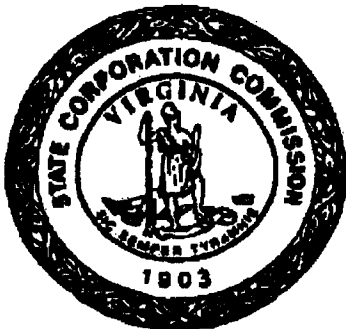


State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the Certificate of Merger of LANGUAGE ANALYSIS SYSTEMS, INC. issued December 05, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
December 11, 2003*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

CERTIFICATE OF OWNERSHIP AND MERGER
OF
LANGUAGE ANALYSIS SYSTEMS DEVELOPMENT, INC.
WITH AND INTO
LANGUAGE ANALYSIS SYSTEMS, INC.

(Under Section 253 of the General
Corporation law of the State of Delaware)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Language Analysis Systems Development, Inc.	Virginia (SUBSIDIARY)
Language Analysis Systems, Inc.	Delaware (PARENT)

SECOND: That Language Analysis Systems, Inc. owns 100% of the issued and outstanding stock of Language Analysis Systems Development, Inc.

THIRD: That on October 15, 2003 the board of directors of Language Analysis Systems, Inc. approved a resolution merging Language Analysis Systems Development, Inc. with and into Language Analysis Systems, Inc. and assuming all obligations of Language Analysis Systems Development, Inc. A copy of such resolution is attached hereto.

IN WITNESS WHEREOF, Language Analysis Systems, Inc. has caused this Certificate of Merger to be signed by its President this 25th day of November 2003.

Language Analysis Systems, Inc.

By: s/John C. Hermansen
John C. Hermansen
President

**MINUTES OF A SPECIAL MEETING
OF THE
BOARD OF DIRECTORS OF
LANGUAGE ANALYSIS SYSTEMS, INC.
(a Delaware Corporation)**

October 15, 2003

Pursuant to notice duly given or waived, the Board of Directors of Language Analysis Systems, Inc., a Delaware corporation (the "*Company*") held a special Board meeting at the offices of the Company on October 15, 2003 at 9:00 a.m. local time.

1. Attendance and Quorum

Present at the meeting either in person or by telephone were board members Cathleen Asch, John C. Hermansen, Leonard A. Shaefer, Jr., Michael Smith and Richard Hyatt.

Participating by invitation was Jim Basara, the Company's Chief Operating Officer and David Dutil of Fish & Richardson P.C., counsel for the Company. Mr. Hermansen acted as Chairman of the meeting and Mr. Dutil acted as Secretary of the meeting and kept the minutes.

2. Call to Order

The meeting was called to order at 9:00 a.m.

3. Resolutions

The Board then took the following actions:

Following discussion, upon motion duly made, seconded and unanimously carried, the following resolutions were approved:

A. Minutes of Prior Meeting

RESOLVED, that the minutes of the July 15, 2003 meeting of the Board of Directors are hereby approved.

B. Short Form Merger with Subsidiary

WHEREAS, the Company owns 100% of the issued and outstanding capital stock of Language Analysis Systems Development, Inc., a Virginia corporation; and

WHEREAS, the Company desires to merge Language Analysis Systems Development, Inc. with and into the Company.

NOW, THEREFOR, BE IT RESOLVED, that Language Analysis Systems Development, Inc. be merged with and into the Company and the Company hereby assumes all obligations of Language Analysis Systems Development, Inc.

C. Ratification

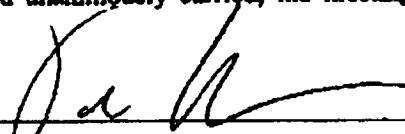
RESOLVED FURTHER, that the Board of Directors hereby ratifies, confirms, approves and adopts all actions previously taken by officers or directors of the Company that are approved by the foregoing resolutions.

D. Omnibus Resolution

RESOLVED, FURTHER, that the officers of the Company, each with full authority to act without the others, are hereby authorized and directed to do or cause to be done any and all such further acts and things and to execute and deliver any and all such additional documents as they may deem necessary or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions.

4. Adjournment

Upon motion duly made, seconded and unanimously carried, the meeting was adjourned.



David P. Dutil, Secretary of the Meeting

IN WITNESS WHEREOF, Language Analysis Systems, Inc. has caused this Certificate of Merger to be signed by its President this 25th day of November 2003.

Language Analysis Systems, Inc.

By: _____
John C. Hermansen
President