

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Infotec Development, Incorporated		01/26/1999	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	AverStar, Inc.
Street Address:	23 Fourth Avenue
City:	Burlington
State/Country:	MASSACHUSETTS
Postal Code:	01803
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2096788	CHECKIN

CORRESPONDENCE DATA	
Fax Number:	(619)645-5380
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	khoffman@luce.com
Correspondent Name:	Katherine M. Hoffman
Address Line 1:	600 West Broadway Suite 2600
Address Line 4:	San Diego, CALIFORNIA 92101

NAME OF SUBMITTER:	Katherine M. Hoffman
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Total Attachments: 4 source=Infotech - Averstar - Certificate of Ownership1#page1.tif source=Infotech - Averstar - Certificate of Ownership2#page1.tif source=Infotech - Averstar - Certificate of Ownership3#page1.tif source=Infotech - Averstar - Certificate of Ownership4#page1.tif

OP \$40.00 2096788

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"INFOTEC DEVELOPMENT, INCORPORATED", A CALIFORNIA CORPORATION,

WITH AND INTO "AVERSTAR, INC." UNDER THE NAME OF "AVERSTAR, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1999, AT 9 O'CLOCK A.M.

2855071 8100M

991102714



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

9632151

AUTHENTICATION:

03-17-99

DATE:

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INFOTEC DEVELOPMENT, INCORPORATED

INTO

AVERSTAR, INC.

AverStar, Inc., a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 4th day of February, 1998, pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of Infotec Development, Incorporated, a corporation incorporated on the 12th day of September, 1978, pursuant to the California Corporations Code.

THIRD: That this corporation by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 5th day of November, 1998, determined to and did merge into itself said Infotec Development, Incorporated.

RESOLVED that AverStar, Inc., merge, and it hereby does merge into itself said Infotec Development, Incorporated and assumes all its obligations; and

FURTHER RESOLVED, that the merger shall become effective upon filing with the Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

That each share of stock of said Infotec Development, Incorporated shall upon the effective date of the merger, not be converted in any manner or be entitled to the payment or delivery of any consideration in exchange therefor; and

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Infotec Development, Incorporated and assume its liabilities and obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger; and

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of AVerStar, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said AVerStar, Inc., has caused this Certificate to be signed by John C. Rennie, its President, this 26 day of January, 1999.

AVERSTAR, INC.

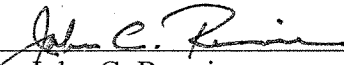
By: John C. Rennie
Name: John C. Rennie
Title: President

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Infotec Development, Incorporated and assume its liabilities and obligations and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger; and

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of AverStar, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said AverStar, Inc., has caused this Certificate to be signed by John C. Rennie, its President, this _____ day of January, 1999.

AVERSTAR, INC.

By: 
Name: John C. Rennie
Title: President