

11/10/03

11-13-2003  
102599354

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

1. **Infocrossing Services, Inc.** is a corporation organized under and existing by virtue of the laws of the State of Delaware, located and doing business at **2 Christie Heights Street, Leonia, New Jersey 07605.**

2. **Infocrossing, Inc.** is a Corporation duly organized under and existing by virtue of the laws of the State of Delaware , having its head office and principle place of business at **2 Christie Heights Street, Leonia, New Jersey 07605.**

- 3. This is a corporate merger.
- 4. The attached document was executed on **December 22, 2000.**
- 5. The following trademark applications/registrations are involved:

**INFOCROSSING**

| APPLICATION NUMBER | ISSUED       | REGISTRATION NUMBER | FILING DATE |
|--------------------|--------------|---------------------|-------------|
|                    | July 1, 2003 | 2,732,496           |             |

NOV 10 10 45 AM '03  
OPR/FINANCE

6. All future correspondence concerning this identified trademark should be addressed to:

11/12/2003 DBYRNE  
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00000141 2732496

40.00 DP

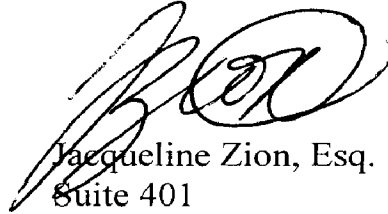
Jacqueline Zion  
Lilling & Lilling P.C.  
PO BOX 560  
Goldens Bridge, NY 10526

7. There is **one (1)** application(s) involved with this corporate merger.

8. A check in the amount of **forty dollars (\$40.00)** is enclosed to cover the recording fee.

9. 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.

Respectfully submitted,  
Lilling & Lilling P.C.



Dated: October 20, 2003

Jacqueline Zion, Esq.  
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7-11 South Broadway  
White Plains, NY 10601  
Tel: (914) 684-0600  
Fax: (914) 684-0304  
Attorneys for Applicant(s)

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**COSI.COM INC., IMPERIT, INC., INFOCROSSING SERVICES, INC. AND MICR  
CORPORATE SERVICES, INC.**

**INTO**

**INFOCROSSING, INC.**

**\* \* \* \* \***

**Pursuant to Section 253 of the Delaware  
General Corporation Law**

**\* \* \* \* \***

**Infocrossing, Inc., a corporation formed under the laws of the State of Delaware, desiring to merge into itself COSI.com Inc., Imperit, Inc. and Infocrossing Services, Inc., pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware; and MICR Corporate Services, Inc., pursuant to Section 907 of the New York Business Corporation Law, DOES HEREBY CERTIFY as follows:**

**FIRST: That Infocrossing, Inc. (the "Corporation") is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 24<sup>th</sup> day of May, 1999; COSI.com Inc. is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 21<sup>st</sup> day of July, 1999; Imperit, Inc. is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 14<sup>th</sup> day of October, 1999; Infocrossing Services, Inc. is a corporation formed under the laws of the State of Delaware, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 14<sup>th</sup> day of October, 1999; and MICR Corporate Services, Inc. is a corporation formed under the laws of the State of New York, and its Certificate of Incorporation was filed in the office of the Secretary of State on the 13<sup>th</sup> day of September, 1984.**

**SECOND: That the Board of Directors of the Corporation, by resolutions adopted as of the 22<sup>nd</sup> day of December, 2000, determined to merge into itself COSI.com Inc., Imperit, Inc., Infocrossing Services, Inc. and MICR Corporate Services, Inc. and to assume all of their obligations; said resolutions being as follows:**

**"WHEREAS, the Board of Directors of Infocrossing, Inc. has determined that it is in the best interests of the Corporation to merge the following four wholly-owned subsidiaries into itself: COSI.com Inc., a**

Delaware corporation; Imperit, Inc., a Delaware corporation; Infocrossing Services, Inc., a Delaware corporation; and MICR Corporate Services, Inc. (collectively, the "Four Subsidiaries");

"NOW, THEREFORE, BE IT RESOLVED, that the Corporation merge and it does hereby merge the Four Subsidiaries into itself and does hereby assume all of their obligations;

"FURTHER RESOLVED, that upon completion of the merger, the Corporation shall be the surviving entity and the surviving entity's name shall remain Infocrossing, Inc.;

"FURTHER REVOLVED, that the Certificate of Incorporation of the Corporation immediately prior to the merger shall be the Certificate of Incorporation of Infocrossing, Inc. as the surviving entity after the merger without any change or amendment thereto;

"FURTHER RESOLVED, that the by-laws of the Corporation immediately prior to the merger shall be the by-laws of Infocrossing, Inc. as the surviving entity after the merger without any change or amendment thereto;

"FURTHER RESOLVED, that the persons serving as directors of the Corporation immediately preceding the effective date of the merger shall continue to serve in their respective capacities as directors of Infocrossing, Inc. as the surviving entity and/or until their successors shall be chosen and qualified;

"FURTHER RESOLVED, that each share of beneficial interest of the Corporation which shall be issued and outstanding on the effective date of the merger shall remain issued and outstanding;

"FURTHER RESOLVED, that (i) a Certificate of Ownership and Merger shall be filed with the Secretary of State of Delaware pursuant to Section 253 of the Delaware General Corporation Law, and (ii) a Certificate of Merger shall be filed with the Secretary of State of New York pursuant to Section 907 of the New York Business Corporation Law.

"FURTHER RESOLVED, that the effective date of merger herein provided for shall be December 31, 2000.

"FURTHER RESOLVED, that the Board of Directors of the Corporation shall, and hereby does, approve the execution of any and all other documents (the "Documents") which may be necessary for the completion of such merger; and

"FURTHER RESOLVED, that any officer of the Corporation be, and he hereby is, authorized, empowered and directed to execute the Documents and to execute such other documents and to take such other actions as may be necessary or desirable to effectuate the foregoing resolutions."

IN WITNESS WHEREOF, said Infocrossing, Inc. has caused this Certificate to be executed by its officers thereunto duly authorized this 22<sup>nd</sup> day of December, 2000.

INFOCROSSING, INC.

By:



Charles F. Auster  
President

Attest:

By:



Name: NICHOLAS J. LETIZIA  
Title: SECRETARY

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, 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:

"COSI.COM INC.", A DELAWARE CORPORATION,

"IMPERIT, INC.", A DELAWARE CORPORATION,

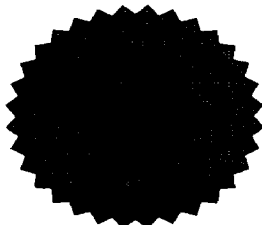
"INFOCROSSING SERVICES, INC.", A DELAWARE CORPORATION,

"MICR CORPORATE SERVICES, INC.", A NEW YORK CORPORATION,

WITH AND INTO "INFOCROSSING, INC." UNDER THE NAME OF

"INFOCROSSING, 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 DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1570275

DATE: 01-22-02

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RECORDED: 11/10/2003

TRADEMARK  
REEL: 002862 FRAME: 0361