

FORM PTO-1594 (Modified)
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Financial Technologies International LP

2. Name and address of receiving party(ies):

FTI Technologies Corporation
22 Cortlandt Street
New York, NY 10007

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other:

Execution Date: April 20, 1998

Effective Date: April 20, 1998

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

2,116,599
2,118,230

5. Name and address of party to whom correspondence document should be mailed:

Catherine R. Howell, Paralegal
Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue N.W.
Washington, D.C. 20036

Telephone: 202-739-5652
Facsimile: 202-739-3001
E-Mail: chowell@morganlewis.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. § 3.41) \$ 65.00

- Check enclosed.
- Authorized to charge fee and any overpayments/deficiencies to deposit account.

8. Deposit account number:

13-4520

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.

Catherine R. Howell
Name of Person Signing


Signature

August 4, 2004
Date

Total number of pages including cover sheet, attachments and document: 2

OMB No. 0651-0011 (exp. 4/94)

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TO 15017111561945022 P.13
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/30/2004
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CERTIFICATE OF MERGER
OF
FINANCIAL TECHNOLOGIES INTERNATIONAL L.P.
WITH AND INTO
FTI TECHNOLOGIES CORPORATION

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (i) FINANCIAL TECHNOLOGIES INTERNATIONAL L.P., which is a limited partnership organized under the laws of the State of Delaware ("FTI L.P."); and
 - (ii) FTI TECHNOLOGIES CORPORATION, which is a corporation organized under the laws of the State of Delaware ("FTI Corp.").
2. An Agreement and Plan of Merger (i) has been approved, adopted, certified, executed and acknowledged by FTI Corp. in accordance with the provisions of Section 229 and subsection (c) of Section 251 of the General Corporation Law of the State of Delaware and (ii) had been approved and executed by FTI L.P.
3. The merger herein certified shall be effective as of the date and time when this Certificate of Merger is filed with the Department of State of the State of Delaware.
4. The surviving corporation in the merger herein certified is FTI Corp., which will continue its existence as said corporation and under the name FTI TECHNOLOGIES CORPORATION upon the filing and effectiveness of this Certificate of Merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

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