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02-26-2004

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Tab settings  $\rightarrow \rightarrow \rightarrow$   $\nabla$



To the Honorable Commissioner of

102678052

original documents or copy thereof.

1. Name of conveying party(ies):  
M Squared, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other California Limited Liability Company
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: March 31, 2000

2. Name and address of receiving party(ies)

Name: M Squared Consulting, Inc.

Internal

Address: Suite 706

Street Address: 235 Montgomery Street

City: San Francisco State: CA Zip: 94104

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,151,899

Additional number(s) attached  Yes  No

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

Name: Bruce D. Holloway, Esquire

Internal Address: Reed Smith LLP

Street Address: 1999 Harrison Street, Ste 2400

City: Oakland State: CA Zip: 96412-3572

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

OPR/FINANCE  
FEB 24 AM 8:09

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9. Signature.

Earlene E. Wortham

Name of Person Signing

Signature

February 23, 2004

Date

Total number of pages including cover sheet, attachments, and document: 4

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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002919 FRAME: 0103

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 MERGER, WHICH MERGES:

"M SQUARED, LLC", A CALIFORNIA LIMITED LIABILITY COMPANY, WITH AND INTO "M SQUARED CONSULTING, INC." UNDER THE NAME OF "M SQUARED CONSULTING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



3175617 8100M

001238096

A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0430842

DATE: 05-10-00

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 05/10/2000  
001238096 - 3175617

**CERTIFICATE OF MERGER  
OF  
M SQUARED CONSULTING, INC.  
(a Delaware Corporation)  
AND  
M SQUARED, LLC  
(a California Limited Liability Company)**

1. The names and jurisdictions of formation or organization of each of the constituent entities are as follows:

<u>JURISDICTION</u>	<u>NAME</u>
Delaware	M Squared Consulting, Inc.
California	M Squared, LLC

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid entities in accordance with Sections 251 and 264 of the Delaware General Corporation Law and Section 17552 of the California Corporations Code.

3. The name of the surviving entity is M Squared Consulting, Inc. (the "Surviving Entity").

4. It is not desired to amend or change the Certificate of Incorporation or bylaws of the Surviving Entity pursuant to the Merger; therefore the Certificate of Incorporation and bylaws of the Surviving Corporation as in effect upon the effective date of the Merger shall continue to be the Certificate of Incorporation and bylaws of the Surviving Entity and shall continue in full force and effect until amended or changed in the manner prescribed therein by the General Corporation Law of the State of Delaware.

5. The agreement of merger is on file at the principal place of business of the aforesaid Surviving Entity, the address of which is as follows:

235 Montgomery Street  
Suite 706  
San Francisco, CA 94104


6. A copy of the agreement of merger will be furnished by the aforesaid Surviving Entity, on request, and without cost, to any member or person holding an interest in any of the aforesaid constituent corporations.

Dated: March 31, 2000

**M Squared Consulting, Inc.**

By:   
Marion McGovern  
President and Chief Executive Officer

**M Squared, LLC**

By:   
Marion McGovern  
President and Principal