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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Y

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

1. Name of conveying party(ies):
InfoSphere, Inc.

4-15-04

- Individual
- General Partnership
- Corporation-Texas
- Association
- Limited Partnership
- Other

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 1, 2002

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

Name: Neoris USA, Inc.
Internal Address: Suite 700
Street Address: 703 Waterford Way
City: Miami State: FL Zip: 33126 Country: U.S.A.

- Individual(s) Citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-Florida
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark registration No.(s)

INFOSPHERE, Reg. No. 2,275,264
INFOSPHERE, Reg. No. 2,271,389
I (STYLIZED), Reg. No. 2,189,154
I (STYLIZED), Reg. No. 2,175,098

Additional numbers attached? Yes No

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

Name: Li Chen
Internal Address: Sidley Austin Brown & Wood LLP
Street Address: 717 North Harwood St., Suite 3400
City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 18-1260

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.

Li Chen
Name of Person Signing

April 15, 2004
Date

Total number of pages comprising cover sheet 6

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation
Services Director of the United States
Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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02 FC 0522 75.00 98

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

INFOSPHERE, INC.
Domestic Business Corporation
[Filing Number: 133622000]

Into

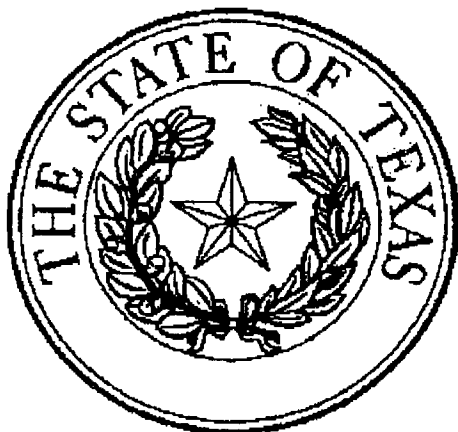
Neoris USA, Inc.
Foreign Business Corporation
FL, USA
[Filing Number: 800081293]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated:12/31/2002

Effective:12/31/2002



Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Jones

FAX(512) 463-5709

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**ARTICLES OF MERGER
BETWEEN
NEORIS USA, INC.
(A FLORIDA CORPORATION)
AND
INFOSPHERE, INC.
(A TEXAS CORPORATION)**

FILED
In the Office of the
Secretary of State of Texas
JAN 02 2003
Corporations Section

These Articles of Merger provide for the merger of **INFOSPHERE, INC.**, a corporation duly organized and existing under the laws of the State of Texas ("InfoSphere"), with and into **NEORIS USA, INC.** (formerly CEMTEC USA, Inc.), a corporation duly organized and existing under the laws of the State of Florida ("Neoris"), which shall be the surviving corporation. Each of InfoSphere and Neoris do hereby certify that:

1. The Plan of Merger pursuant to which InfoSphere will be merged with and into Neoris is set forth in the Agreement and Plan of Merger, dated March 1, 2002 (the "Plan of Merger"), a copy of which is attached hereto as Exhibit A.
2. The Plan of Merger was duly authorized by all actions required by the laws of Florida, the State under which Neoris was incorporated and by its constituent documents, in accordance with article 5.04A(6) of the Texas Business Corporation Act.
3. Neoris has authorized a single class of common stock, \$0.01 par value per share, 1,000 shares of which are issued and outstanding, and all of which are held in the name of Neoris N.V. a Netherlands Corporation ("Neoris N.V."). The Plan of Merger was approved and adopted by the sole shareholder of Neoris by written consent dated as of March 1, 2002, in accordance with the Florida Business Corporation Act and its Articles of Incorporation.
4. InfoSphere has authorized a single class of common stock, \$0.001 par value per share, 10,000,000 shares of which are issued and outstanding, and all of which are held in the name of Neoris N.V. The Plan of Merger was approved and adopted by the sole shareholder of InfoSphere by written consent dated as of March 1, 2002, in accordance with the Texas Business Corporation Act and its Articles of Incorporation.
5. No amendment to the Articles of Incorporation of Neoris is to be effected as part of the merger.
6. The merger does not increase the authorized stock of Neoris.
7. An executed copy of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation at 703 Waterford Way, Suite 700, Miami, Florida 33126, and, upon request and without cost, a copy thereof will be furnished to any shareholder.
8. The merger shall become effective (the "Effective Date") upon the later of: (i) the filing of the Articles of Merger with the Florida Department of State, or (ii) the issuance of the certificate of merger by the Secretary of State of Texas.


IN WITNESS WHEREOF, Neoris and InfoSphere have caused these presents to be signed in their respective names and on their respective behalves by their respective officers on March 1st, 2002.

ATTEST:

Neoris USA, Inc.
a Florida corporation



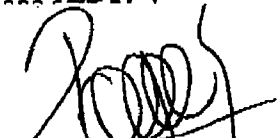
Assistant Secretary

BY: 


Officer (Seal)

ATTEST:

InfoSphere, Inc.
a Texas corporation

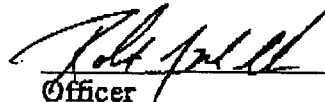


Assistant Secretary

BY: 

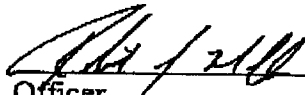
Officer (Seal)

THE UNDERSIGNED, an officer of Neoris USA, Inc., a Florida corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges the foregoing Articles of Merger to be the corporate act of said Corporation and as to all other matters required to be verified under oath, states that, to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, and that this statement is made under the penalties of perjury.



Officer

THE UNDERSIGNED, an officer of InfoSphere, Inc., a Texas corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges the foregoing Articles of Merger to be the corporate act of said Corporation and as to all other matters required to be verified under oath, states that, to the best of his knowledge, information and belief, the matters and facts set forth therein are true in all material respects, and that this statement is made under the penalties of perjury.



Officer



AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Agreement of Merger"), dated as of March 1, 2002, is by and between NEORIS USA, INC., a Florida Corporation ("Neoris"), and INFOSPHERE, INC., a Texas Corporation ("InfoSphere"). Neoris and InfoSphere are collectively referred to herein as the "Constituent Corporations."

Now, THEREFORE, in consideration of the mutual agreements, covenants, representations and warranties, herein contained, and for the purpose of describing the terms and conditions of the merger of InfoSphere into Neoris, the mode of carrying the merger into effect, and such other details and provisions as are deemed necessary with respect to the merger, in accordance with the applicable statutes of the State of Texas and the State of Florida, it is agreed as follows:

ARTICLE I MERGER, EFFECTIVE DATE

InfoSphere shall be merged with and into Neoris, which shall be the surviving corporation (Neoris is hereinafter sometimes referred to as the "Surviving Corporation").

The merger shall become effective (the "Effective Date") upon the later of: (i) the filing of the Articles of Merger with the Florida Department of State, or (ii) the issuance of the certificate of merger by the Secretary of State of Texas. Notwithstanding the foregoing, for the internal accounting purposes of Neoris and InfoSphere, the merger shall be effective as of March 1, 2002.

ARTICLE II ARTICLES OF INCORPORATION AND BYLAWS OF SURVIVING CORPORATION

The Articles of Incorporation and the Bylaws of Neoris, as they exist on the Effective Date, shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

ARTICLE III SURVIVING CORPORATION TO SUCCEED TO PROPERTIES AND OBLIGATIONS OF NEORIS AND INFOSPHERE

On and after the Effective Date, the Surviving Corporation, without other transfer or assumption, shall succeed to and possess all the estate, properties, rights, privileges, powers and franchises, of a public as well as a private nature, and assume and be subject to all of the liabilities, obligations, debts, restrictions, disabilities and duties, of each of the Constituent Corporations, all without further act of deed, as provided in Article 5.06 of the Texas Business Corporation Act and Section 607.1101 of the Florida Business Corporation Act.

**ARTICLE IV
SHARES**

The issued and outstanding shares of Neoris shall not be affected by the merger. The manner and basis of converting the shares of InfoSphere shall be as follows. Each 10,000 shares of InfoSphere shall be converted into one share of the common stock of Neoris, and all right, title, and interest in the shares of InfoSphere that are issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger, be cancelled.

**ARTICLE V
MISCELLANEOUS**


If the merger becomes effective, the Surviving Corporation shall assume and pay all expenses in connection therewith not theretofore paid by the respective parties. If for any reason the merger shall not become effective, InfoSphere shall pay all expenses incurred in connection with all of the proceedings taken in respect of this Agreement of Merger or relating thereto.

An executed copy of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation at 703 Waterford Way, Suite 700, Miami, Florida 33126, and, upon request and without cost, a copy thereof will be furnished to any shareholder.

This Agreement of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be entered into and signed, attested and sealed by their respective authorized officers, as of the day and year first written above.

ATTEST:




Assistant Secretary

Neoris USA, Inc.
a Florida corporation

BY: 


Officer (Seal)

ATTEST:



Assistant Secretary

InfoSphere, Inc.
a Texas corporation

BY: 

Officer (Seal)

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