

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): Future Three Software Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership            <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation (Michigan)  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: Brain North America, Inc.</p> <p>Address: 11720 Amber Park Drive Suite 400 Alpharetta, GA 30004</p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement            <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 31, 2004</u></p>	<p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation (Michigan)  <input type="checkbox"/> Other - _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) See attached</p>	<p>B. Trademark Registration No.(s) See attached</p>
<p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Hayley Smith, Senior Legal Assistant Kirkland &amp; Ellis LLP 153 East 53rd Street New York, NY 10022-4675 (212) 446-4800 (Phone) (212) 446-4900 (Fax)</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41)..... \$ 90  <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account</p> <p>8. Charge to Deposit Account No. 111098  (Attach duplicate copy of this page if paying by deposit account)</p>
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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.*

Hayley Smith                      Hayley Smith                      10/5/04  
Name of Person Signing                      Signature                      Date

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

CH \$90.00 111098 76165159

SCHEDULE TO RECORDATION COVER SHEET

<u>Mark</u>	<u>App./Reg. No.</u>
AUTORELEASE	2,513,375
VENDORRELEASE	2,513,374
ECLIPZ	76/165,159

<b>MICHIGAN DEPARTMENT OF CONSUMER &amp; INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES</b>	
Date Received <b>MAY 26 2004</b>	(FOR BUREAU USE ONLY)
<b>FILED</b>	
<b>MAY 27 2004</b>	
Administrator BUREAU OF COMMERCIAL SERVICES	
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
517-663-2525 Ref # <b>41764</b> Attn: Cheryl J. Bixby MICHIGAN RUNNER SERVICE P.O. Box 266 Eaton Rapids, MI 48827	EFFECTIVE DATE <b>May 31, 2004</b> Expiration date for non-assisted names: <b>December 31</b> Expiration date for transferred assumed names: support in form 8

\* Document will be returned to the name and address you enter above if left blank document will be mailed to the registered office.

**CERTIFICATE OF MERGER**

**Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 28, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1962 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Future Three Software, Inc.	01363D
Brain North America, Inc.	22252A

b. The name of the surviving (new) entity and its identification number is:

Brain North America, Inc.	01963D
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

One Country View Road, Malvern PA 19355

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 31st day of May 2004

100<sup>th</sup> US-03-164707

**3. Complete for Profit Corporations only**

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Future Three Software, Inc.	Common 1,000	Common	Common
Brain North America, Inc.	Common 10,000	Common	Common

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:  
 The shares of Future Three Software, Inc. shall be canceled and no consideration paid to the holder thereof. The shares of Brain North America, Inc. shall remain unchanged and continue to represent the shares of the surviving corporation.  
 The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: not applicable

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of \_\_\_\_\_ a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

\_\_\_\_\_  
 (Signature of incorporator) (Type or Print Name) (Signature of incorporator) (Type or Print Name)

\_\_\_\_\_  
 (Signature of incorporator) (Type or Print Name) (Signature of incorporator) (Type or Print Name)


b) The plan of merger was approved by:


the Board of Directors of \_\_\_\_\_ the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Future Three Software, Inc.

Brain North America, Inc.

By:  \_\_\_\_\_  
 (Signature of Authorized Officer or Agent)  
 C. James Schaper, President  
 (Type or Print Name)  
 Future Three Software, Inc.  
 (Name of Corporation)

By:  \_\_\_\_\_  
 (Signature of Authorized Officer or Agent)  
 C. James Schaper, President  
 (Type or Print Name)  
 Brain North America, Inc.  
 (Name of Corporation)

518

**CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU**

Date Received **JUN 07 2004**

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

**FILED**

JUN 07 2004

517-663-2525 Ref # 41872  
 Attn: Cheryl J. Bixby  
 MICHIGAN RUNNER SERVICE  
 P.O. Box 266  
 Eaton Rapids, MI 48827

Administrator  
 BUREAU OF COMMERCIAL SERVICES

EFFECTIVE DATE 5-31-04

Document will be returned to the name and address you enter above.  
 If left blank document will be mailed to the registered office.

**CERTIFICATE OF CORRECTION**  
 For use by Corporations and Limited Liability Companies  
 (Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 182, Public Acts of 1992 (nonprofit corporations), or Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation or limited liability company executes the following Certificate:

1. The name of the corporation or limited liability company is: BRAIN NORTH AMERICA, INC.

2. The identification number assigned by the Bureau is: 22252A

3. The corporation or limited liability company is formed under the laws of the State of MICHIGAN

4. That: CERTIFICATE OF MERGER  
(Type of Document Being Corrected)  
 was filed by the Bureau on 5-27-04, EFFECTIVE 3-31-04 and that said document requires correction.

5. Describe the inaccuracy or defect contained in the above named document:  
ITEM 1b. OF THE CERT OF MERGER REFLECTED THE INCORRECT CORPORATE IDENTIFICATION NUMBER. THIS ERROR CAUSED THE INCORRECT ENTITY TO BE LISTED AS THE SURVIVOR AT THE STATE OF MICHIGAN. BRAIN NORTH AMERICA, INC. IS THE SURVIVING ENTITY.

6. The document is corrected as follows:  
ITEM 1b. SHOULD READ AS: THE NAME OF THE SURVIVING (NEW) ENTITY AND ITS IDENTIFICATION NUMBER IS: BRAIN NORTH AMERICA, INC. CID#22252A

7. This document is hereby executed in the same manner as the Act requires the document being corrected to be executed.

Signed this 7th day of June, 2004

BEAIN NORTH AMERICA, INC.  
 By Thaddine G. Gomez  
(Name)  
Thaddine G. Gomez Agent  
 AUTHORIZED OFFICER/AGENT  
(Type or Print Name and Title)

By \_\_\_\_\_  
(Signature)

By \_\_\_\_\_  
(Signature)

*Handwritten initials*

10- cc 1651750MVC