

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark OfficeRECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Brain North America, Inc.

 Individual(s) Association
 General Partnership Limited Partnership Corporation (Georgia) Other _____Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: Brain North America Holding, Inc.

Address: 11720 Amber Park Drive
Suite 400
Alpharetta, GA 30004

3. Nature of conveyance:

 Assignment Merger Security Agreement Change of Name Other _____Execution Date: December 31, 2001 Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ Corporation (Michigan) 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) See attached

Additional numbers attached? Yes No5. Name and address of party to whom correspondence
concerning document should be mailed:Hayley Smith, Senior Legal Assistant
Kirkland & Ellis LLP
153 East 53rd Street
New York, NY 10022-4675
(212) 446-4800 (Phone)
(212) 446-4900 (Fax)

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)..... \$ 90

 Enclosed Authorized to be charged to Deposit Account

8. Charge to Deposit Account No. 111098

(Attach duplicate copy of this page if paying by deposit account)

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

Name of Person Signing

Hayley Smith

Signature

10/5/04

Date

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

CH \$90.00 111098 2396267

SCHEDULE TO RECORDATION COVER SHEET

<u>Mark</u>	<u>Reg. No.</u>
INTERHOT	2396267
SUPPLYWEB	2209592
TRANS4M	1749901

CAS 551 (Rev. 10/99)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES DM		
Date Received		(FOR BUREAU USE ONLY)
DEC 12 2001 RECEIVED		This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
DEC 18 2001		
IN DEPT. OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES Name Wayne A. Ott		FILED DEC 18 2001 Administrator BUREAU OF COMMERCIAL SERVICES
Address Warner Norcross & Judd LLP 900 Fifth Third Center 111 Lyon Street, N.W.		EFFECTIVE DATE: Expiration date for new assumed name: December 31,
City Grand Rapids, MI 49503-2489		

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

**CERTIFICATE OF MERGER
 OF
 BRAIN NORTH AMERICA, INC.
 INTO
 BRAIN NORTH AMERICA HOLDING, INC.**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), the undersigned entities execute the following Certificate:

This Certificate of Merger is filed pursuant to Section 707 of the Michigan Business Corporation Act, as amended (the "Michigan Business Corporation Act"). This Certificate of Merger pertains to the Agreement and Plan of Merger to be effective as of December 31, 2001, or such later date as certificates of merger are filed with the states of Michigan and Georgia (the "Agreement"), between BRAIN North America, Inc., a Georgia corporation and BRAIN North America Holding, Inc., a Michigan corporation.

1. The Agreement and Plan of Merger is as follows:
 - (a) The name of each constituent corporation and its identification number is as follows:

<u>Name</u>	<u>Corporation</u>	<u>Identification</u>
	<u>Number</u>	
BRAIN North America, Inc.		630-517 (MD), K612243 (GA)
BRAIN North America Holding, Inc.		22252A (MI)

60250 121047 ALCK

(b) The name of the surviving entity is BRAIN North America Holding, Inc. Its Michigan corporation identification number is 22252A.

(c) For each subsidiary, state:

<i>Name of Corporation</i>	<i>Number of Outstanding Shares in Each Class</i>	<i>Number of Shares Owned by the Parent Corporation in each Class</i>
BRAIN North America, Inc.	100,000 common	100,000 common

(d) The terms and conditions of the merger are fully set forth in the attached Agreement and Plan of Merger, which is incorporated into and made a part of this Certificate of Merger. At the effective time of the merger, each of the issued and outstanding shares of Common Stock, no par value, of BRAIN North America, Inc., shall thereupon, and without the surrender of stock certificates or any other action, be canceled. The issued and outstanding shares of BRAIN North America Holding, Inc. Common Stock shall not be converted, but each share which is issued and outstanding as of the effective time of the merger shall continue to represent one issued and outstanding share of the surviving corporation.

(e) The Articles of Incorporation of the surviving corporation shall be the Articles of Incorporation of BRAIN North America Holding, Inc.

(f) The surviving corporation will furnish a copy of the Agreement and Plan of Merger, on request and without cost, to any shareholder of any constituent corporation.

2. The merger is permitted by the laws of the State of Georgia, the jurisdiction under which BRAIN North America, Inc. is organized, and the laws of the State of Michigan, the jurisdiction under which BRAIN North America Holding, Inc. is organized, and the Agreement and Plan of Merger was adopted and approved by BRAIN North America, Inc. and BRAIN North America Holding, Inc. pursuant to and in accordance with the laws of those jurisdictions.

3. The Agreement and Plan of Merger was adopted by the Board of Directors of BRAIN North America Holding, Inc., the surviving corporation, with approval of the shareholder in accordance with Section 703a of the Michigan Business Corporation Act.

4. The Agreement and Plan of Merger was adopted by the Board of Directors of BRAIN North America, Inc., with approval of the shareholder in accordance with Section 14-2-1103 of the Georgia Business Corporation Code.

5. The merger shall be effective as of the close of business on December 31, 2001 or such later date as certificates of merger are filed with the states of Michigan and Georgia.

BRAIN NORTH AMERICA HOLDING, INC.

Dated December 14, 2001

By 
Rainer Lemmer
President and Chief Executive Officer

BRAIN NORTH AMERICA, INC.

Dated December 14, 2001

By 
Rainer Lemmer
President and Chief Executive Officer