

06-24-2004

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

|  |  |   |  |
|--|--|---|--|
| <p>1. Name of conveying party(ies):</p> <p>Mellon Consultants, Inc. <b>6-16-04</b></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association<br/> <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership<br/> <input checked="" type="checkbox"/> Corporation-State<br/> <input type="checkbox"/> Other <u>Delaware Corp.</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |  | <p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Mellon Consultants, LLC</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>One Pennsylvania Plaza</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10119</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____<br/> <input type="checkbox"/> Association _____<br/> <input type="checkbox"/> General Partnership _____<br/> <input type="checkbox"/> Limited Partnership _____<br/> <input type="checkbox"/> Corporation-State _____<br/> <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u></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<br/> <small>(Designations must be a separate document from assignment)</small><br/> Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |  |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input type="checkbox"/> Merger<br/> <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name<br/> <input checked="" type="checkbox"/> Other <u>Conversion from Corp to LLC</u></p> <p>Execution Date: <u>6/1/04</u></p>   |  |   |  |
| <p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____<br/> <u>Please see attached sheet</u></p>  |  | <p>B. Trademark Registration No.(s) _____<br/> <u>Please see attached sheet</u></p>   |  |
| Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  |  |   |  |
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Robert S. Stoll</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>4710 Empire State Building</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10118</u></p>   |  | <p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">33</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>840.00</u></p> <p><input checked="" type="checkbox"/> Enclosed<br/> <input type="checkbox"/> Authorized to be charged to deposit account</p>  |  |
|  |  | <p>8. Deposit account number: <i>in event of deficiency in service fee:</i><br/> <u>19-4514</u></p>   |  |
| <b>DO NOT USE THIS SPACE</b>   |  |   |  |
| <p>9. Signature.</p> <p>Robert S. Stoll _____ June 15, 2004</p> <p>Name of Person Signing      Signature      Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">6</span></p>   |  |   |  |

06/23/2004 NSGTACHE 00000116 1141439

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

01 FC:8521  
02 FC:8522

40.00 OP  
800.00 OP

TRADEMARK REEL: 002997 FRAME: 0361

## U.S. Trademark Registrations/Applications:

1. 1,141,439 BUCK CONSULTANTS® (logo)
2. 1,713,577 FOR YOUR INFORMATION INTERNATIONAL®
3. 1,720,210 FOR YOUR BENEFIT®
4. 1,928,297 FOR YOUR INFORMATION®
5. 2,208,804 BUCK RETIREMENT PLANNER®
6. 2,226,456 TELETALK®
7. 2,247,926 VALUE INDEX®
8. 2,292,862 GIO®
9. 2,530,815 COM.UNITY®
10. 2,542,117 BUCK®
11. 2,570,336 THE ART & FINANCE OF HUMAN RESOURCES®
12. 2,590,226 BUCK CONSULTANTS®
13. 2,596,199 RETIREMENT PROGRAM DESIGNER®
14. 2,643,350 FOCUSED ON THE NEEDS OF OUR CLIENTS®
15. 2,643,490 PRACTICING THE ART and FINANCE OF HUMAN RESOURCES®
16. 2,645,859 IQUANTIC®
17. 2,696,751 IQUANTIC® BUCK®
18. 2,698,875 ON-DEMAND ENROLLMENT®
19. 2,709,237 BUCK HARBOR®
20. 2,709,238 BUCK HARBOR and Lighthouse Design®
21. 2,716,800 EQUITY SOLUTIONS®
22. 75/919,012 ADVANTAGE™
23. 75/912,854 E-COMMUNICATION™
24. 75/731141 POWER PAY™
25. 78/046,248 EBUCK™
26. 76/518,952 PEOPLES MART and Design™
27. 78/299,800 HUMAN RESOURCES & INVESTOR SOLUTIONS<sup>SM</sup>

- 28. 78/394,376 FYI™
- 29. 78/358,826 FLEX-LTI™
- 30. 78/358,835 PROXY PROOF™
- 31. 78/360,721 NEWSFLASH™
- 32. 78/365,890 BUCK KWASHA™
- 33. 78/433,149 SEVERANCE SOLUTION™

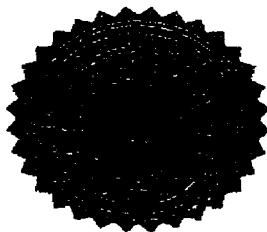
# Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MELLON CONSULTANTS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MELLON CONSULTANTS, INC." TO "MELLON CONSULTANTS, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 2004, AT 10:43 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JUNE, A.D. 2004, AT 7:30 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3161936

DATE: 06-09-04

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**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 266 OF THE  
DELAWARE GENERAL CORPORATION LAW**

1. The name of the corporation is Mellon Consultants, Inc. The name under which the corporation was originally incorporated is Buck Acquisition Corp.
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is March 7, 1997.
3. The name of the limited liability company into which the corporation is herein being converted is Mellon Consultants, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:44 AM 05/28/2004  
FILED 10:43 AM 05/28/2004  
SRV 040398668 - 2726054 FILE


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5. The conversion shall become effective at 7:30 a.m. on June 1, 2004.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 28<sup>th</sup> day of May, 2004.

MELLON CONSULTANTS, INC.

By:   
Name: James D. Aramanda  
Title: CEO & President