

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1990

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Micro-Magic Systems, Inc.		11/29/1990	CORPORATION: MISSOURI

RECEIVING PARTY DATA

Name:	AMS Services, Inc.
Street Address:	3 Waterside Crossing
Internal Address:	c/o Vertafore, Inc.
City:	Windsor
State/Country:	CONNECTICUT
Postal Code:	06095
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1330043	EXCEL-O-RATER

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 455-7698
 Email: LLevy@stblaw.com
 Correspondent Name: Mark Solomon, Esq.
 Address Line 1: Simpson Thacher & Bartlett LLP
 Address Line 2: 425 Lexington Avenue
 Address Line 4: New York, NEW YORK 10017

NAME OF SUBMITTER:	Mark Solomon
Signature:	/ms/

OP \$40.00 1330043

Date:

04/05/2005

Total Attachments: 6

source=ams#page1.tif

source=ams#page2.tif

source=ams#page3.tif

source=ams#page4.tif

source=ams#page5.tif

source=ams#page6.tif

Delaware

PAGE 1

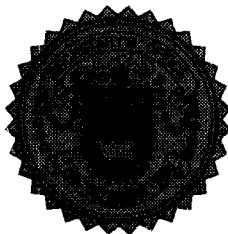
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MICRO-MAGIC SYSTEMS, INC.", A MISSOURI CORPORATION, WITH AND INTO "AMS SERVICES, INC." UNDER THE NAME OF "AMS SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1990, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1990.

2132114 8100M
050250597



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3771570

DATE: 03-28-05

TRADEMARK
REEL: 003059 FRAME: 0685

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MICRO-MAGIC SYSTEMS, INC.

(a Missouri corporation)

WITH AND INTO

AMS SERVICES, INC.

(a Delaware corporation)

*** * * * ***

In accordance with Section 253 of the

General Corporation Law of the

State of Delaware

*** * * * ***

AMS Services, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY that:

FIRST: The Corporation was incorporated on the 15th day of July, 1987, pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns one hundred percent of the outstanding shares of Common Stock, \$1.00 par value per share, of Micro-Magic Systems, Inc., a corporation incorporated on the 23rd day of June, 1983, pursuant to the Missouri General and Business Corporation Law (the "Subsidiary").

THIRD: The Board of Directors of the Corporation adopted the following resolutions on the 29 day of November, 1990 approving the merger of the Subsidiary with and into the Corporation:

WHEREAS, it is deemed advisable and in the best interests of the Corporation that Micro-Magic Systems, Inc., a Missouri corporation and a wholly-owned subsidiary of the Corporation (the "Subsidiary"), be merged with and into the Corporation.

RESOLVED, that the Board of Directors of the Corporation, acting on behalf of the Corporation as sole stockholder of the Subsidiary, as well as on behalf of the Corporation, hereby approves the merger of the Subsidiary with and into the Corporation.

TRADEMARK

REEL: 003059 FRAME: 0686

FURTHER RESOLVED, that the form, terms and provisions of the Certificate of Ownership and Merger (the "Delaware Certificate"), substantially in the form of the draft thereof which has been reviewed by the undersigned, and the Corporation's performance of its obligations under the Delaware Certificate are hereby, in all respects, approved; and further resolved, that each of the officers of the Corporation, acting alone or together with one or more other officers, is hereby authorized and empowered to execute and deliver the Delaware Certificate, with such changes therein and modifications thereto as the officers executing the same shall in their discretion approve, which approval shall be conclusively evidenced by their execution thereof, to be filed with the Secretary of State of Delaware and to be recorded with the Recorder of Kent County in the State of Delaware in compliance with applicable laws of the State of Delaware, and to take all such further actions deemed necessary, in the name and on behalf of the Corporation under its corporate seal or otherwise; and to pay all such fees and expenses, which shall in their judgment be deemed necessary, proper or advisable in order to fully carry out the intent and to effectuate the purposes of this resolution.

FURTHER RESOLVED, that the form, terms and provisions of the Plan of Merger (the "Plan of Merger"), as reviewed by the undersigned, and the Corporation's performance of its obligations under the Plan of Merger, are hereby, in all respects, approved.

FURTHER RESOLVED, that the form, terms and provisions of the Articles of Merger (the "Missouri Articles"), substantially in the form of the draft thereof which has been reviewed by the undersigned, and the Corporation's performance of its obligations under the Missouri Articles are hereby, in all respects, approved; and further resolved, that each of the officers of the Corporation, acting alone or together with one or more other officers, is hereby authorized and empowered to execute and deliver the Missouri Articles, with such changes therein and modifications thereto as the officers executing the same shall in their discretion approve, which approval shall be conclusively evidenced by their execution thereof, to be filed with the Secretary of State of Missouri, to take all such further actions deemed necessary, in the name and on behalf of the Corporation under its corporate seal or otherwise; and to pay all such fees and expenses, which shall in their judgment be deemed necessary, proper or advisable in order to

AG3CERMM.LN

fully carry out the intent and to effectuate the purposes of this resolution.

FURTHER RESOLVED, that pursuant to the General Corporation Law of the State of Delaware and the Missouri General and Business Corporation Law, the merger of the Subsidiary with and into the Corporation shall become effective on the 31st of December, 1990 at 11:59 p.m. Central Time.

FURTHER RESOLVED, that upon the effectiveness of the merger of the Subsidiary with and into the Corporation, the issued shares of the Subsidiary shall be cancelled and no cash or shares or other securities or obligations will be distributed or issued upon said cancellation of the issued shares of the Subsidiary.

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the proper officers of the Corporation are hereby authorized and directed to take all such further action, to execute and deliver the agreements, instruments and documents authorized in the foregoing resolutions and all such further agreements, instruments and documents relating thereto in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Corporation at any time prior to the date of filing the Certificate of Ownership and Merger with the Secretary of State of Delaware.

FIFTH: The merger of the Subsidiary with and into the Corporation shall become effective on December 31, 1990 at 11:59 p.m. Central Time.

* * * * *

AG3CERMM.LN

IN WITNESS WHEREOF, the undersigned, for the purposes of effectuating the merger of the Subsidiary with and into the Corporation, pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury do hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true and accordingly have hereunto signed this Certificate of Ownership and Merger the 29 day of November, 1990.

AMS SERVICES, INC.

By: 
Michael Testa, Executive
Vice President

ATTEST:

By: 
Richard M. De Waele, Assistant
Secretary

Schedule A

[Merger of Micro-Magic Systems, Inc. into AMS Services, Inc. – for Trademarks]

Trademark	App./Reg. No.
EXCEL-O-RATER	1,330,043