

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/01/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cognicase Holding Corp.		02/28/2003	CORPORATION: DELAWARE
Cognicase USA Inc.		02/28/2003	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	CGI Information Systems & Management Consultants, Inc.
Street Address:	4050 Legato Road
City:	Fairfax
State/Country:	VIRGINIA
Postal Code:	22033
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2710141	TAAMS

CORRESPONDENCE DATA

Fax Number: (703)267-2274
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: eric.mcfadden@cgi.com
 Correspondent Name: Eric L. McFadden, Esq.
 Address Line 1: 4050 Legato Road
 Address Line 4: Fairfax, VIRGINIA 22033

NAME OF SUBMITTER:	Eric L. McFadden
Signature:	/ericlmcfadden/
Date:	09/06/2005

CH \$40.00 2710141

Total Attachments: 3

source=COGNICASE to CGI ISMC#page1.tif

source=COGNICASE to CGI ISMC#page2.tif

source=COGNICASE to CGI ISMC#page3.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 MERGER, WHICH MERGES:

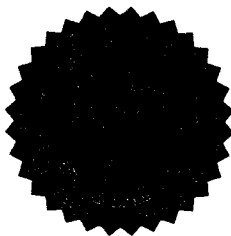
"COGNICASE HOLDING CORP.", A DELAWARE CORPORATION,

"COGNICASE USA INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC." UNDER THE NAME OF "CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2003, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF MARCH, A.D. 2003.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2094349 8100M

AUTHENTICATION: 2282555

030134909

DATE: 02-28-03

TRADEMARK
REEL: 003153 FRAME: 0243

**CERTIFICATE OF MERGER OF
COGNICASE HOLDING CORP.,
COGNICASE USA INC., AND
CGI INFORMATION SYSTEMS & MANAGEMENT CONSULTANTS, INC.**

It is certified that:

1. The constituent business corporations participating in the merger are:
 - (i) Cognicase Holding Corp. ("Cognicase Holding"), which is incorporated under the laws of Delaware;
 - (ii) Cognicase USA Inc., which is incorporated under the laws of New Jersey (f/k/a Prism Consulting Services, Inc., f/k/a Prince-Roth Information Management Systems, Inc.) ("Cognicase USA"); and
 - (iii) CGI Information Systems & Management Consultants, Inc. (f/k/a ISI Systems, Inc.), which is incorporated under the laws of Delaware (the "Surviving Corporation").
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, by Cognicase USA in accordance with the laws of the state of its incorporation, and by the Surviving Corporation and Cognicase Holding in the same manner as is provided in Section 251 of the Delaware General Corporation Law.
3. The name of the Surviving Corporation in the merger is CGI Information Systems & Management Consultants, Inc., which will continue its existence as the Surviving Corporation under its present name upon the effective date of the merger pursuant to the provisions of the Delaware General Corporation Law.
4. The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.
5. The executed Agreement and Plan of Merger among the constituent corporations is on file at an office of the Surviving Corporation, the address of which is as follows:

100 South Missouri Avenue
Clearwater, Florida 33756
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request, and without cost, to any stockholder of each of the constituent corporations.

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 02/28/2003
030134909 - 2094349*

7. The authorized capital stock of Cognicase USA consists of 200,000 shares of common stock with a par value of \$.01 each.

8. The Agreement and Plan of Merger between the constituent corporations provides that the merger shall be effective on March 1, 2003.

Dated: February 28, 2003.

CGI INFORMATION SYSTEMS &
MANAGEMENT CONSULTANTS, INC.

By: 

Name: André Imbear

Title: Executive Vice President

COGNICASE HOLDING CORP.

By: 

Name: André Imbear

Title: Executive Vice President

COGNICASE USA INC.

By: 

Name: André Imbear

Title: Executive Vice President

TPA1 #1276772 v1