

09-15-2005

FORM PTO-1594

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U.S. DEPARTMENT OF COMMERCE

(Rev. 10-02)

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Patent and Trademark Office

To the Honorable Commissioner of F

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Management Adjustment Bureau, Inc.

- Individual(s)
- General Partnership
- Corporation-New York
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 25, 1998

2. Name and address of receiving party(ies):

Name: Management Adjustment Bureau Funding, Inc.

Internal Address: _____

Street Address: 300 Delaware Avenue - St. 1704

City: Wilmington State: DE ZIP: 19801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Delaware
- 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) and address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,363,713

Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David L. Principe

Hodgson Russ LLP

Internal Address: Intellectual Property Law Section

Street Address: One M&T Plaza, Suite 2000

City: Buffalo State: NY ZIP: 14203-2391

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 08-2442

(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.

David L. Principe
Name of Person Signing

Signature

September 9, 2005
Date

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

4

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

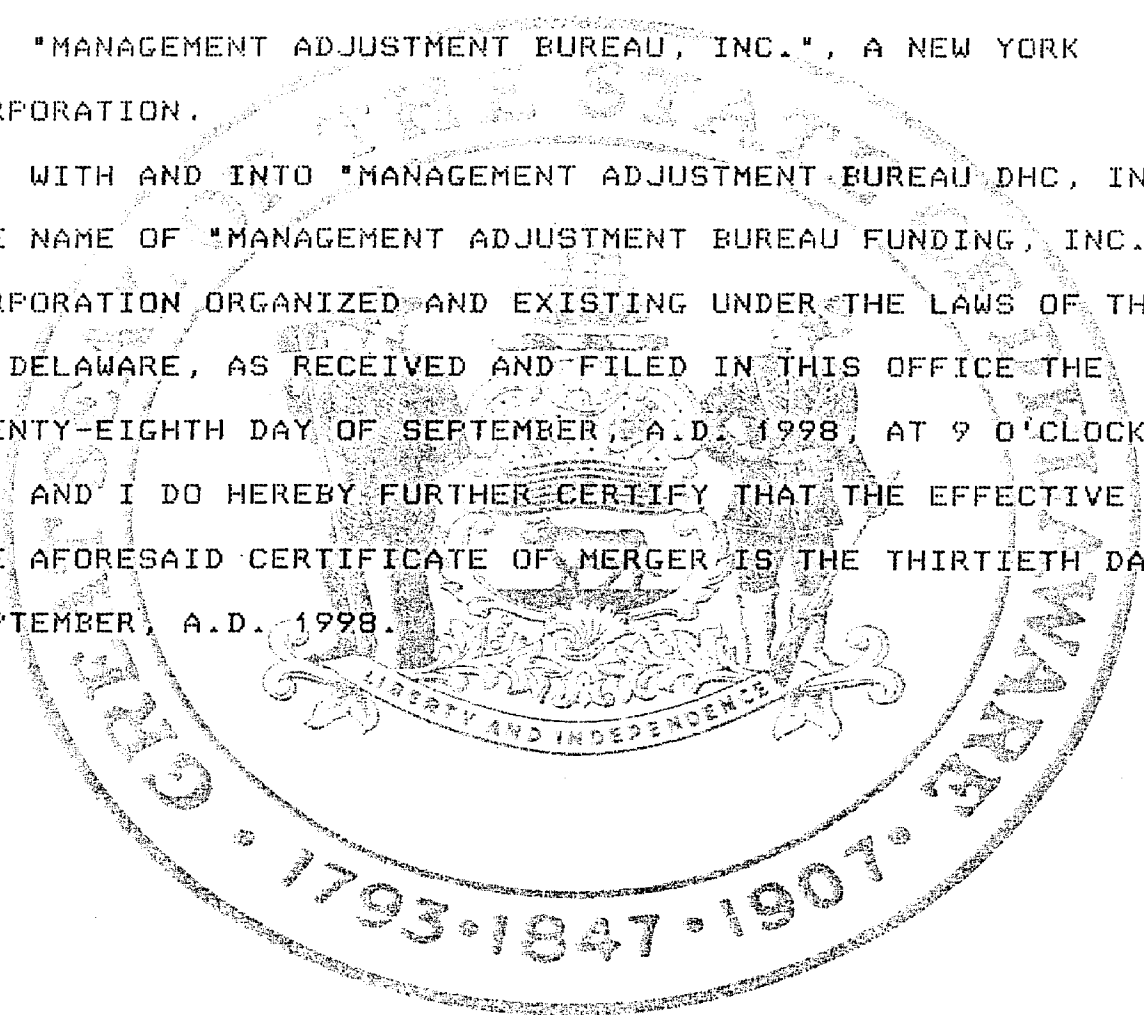
Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"MANAGEMENT ADJUSTMENT BUREAU, INC.", A NEW YORK CORPORATION.

WITH AND INTO "MANAGEMENT ADJUSTMENT BUREAU DHC, INC." UNDER THE NAME OF "MANAGEMENT ADJUSTMENT BUREAU FUNDING, 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 SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9345750

DATE: 10-08-98

TRADEMARK
REEL: 003221 FRAME: 0078

CERTIFICATE OF MERGER
OF
MANAGEMENT ADJUSTMENT BUREAU, INC.
INTO
MANAGEMENT ADJUSTMENT BUREAU DHC, INC.

In compliance with the requirements of Section 252 of the General Corporation Law of the State of Delaware, as amended or supplemented from time to time, the undersigned corporations hereby certify that:

First: The name and state of incorporation of each of the constituent corporations of the merger are as follows:

Management Adjustment Bureau, Inc..... New York
Management Adjustment Bureau DHC, Inc. Delaware

Second: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

Third: The name of the surviving corporation is Management Adjustment Bureau DHC, Inc. (the "Surviving Corporation"), a Delaware corporation. The name of the Surviving Corporation shall be amended in the merger to be "Management Adjustment Bureau Funding, Inc."


Fourth: The Certificate of Incorporation of the surviving corporation shall be the same as its Certificate of Incorporation in effect immediately before the merger, except that the article first of said Certificate of Incorporation is hereby amended to read as follows:

"FIRST: The name of the corporation is: "Management Adjustment Bureau Funding, Inc."

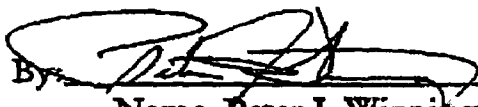
- Fifth: The executed Agreement and Plan of Merger is on file at an office of the surviving corporation at 300 Delaware Avenue, Suite 1704, Wilmington, Delaware 19801.
- Sixth: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.
- Seventh: The authorized capital stock of Management Adjustment Bureau, Inc. consists of 400 shares without par value.
- Eighth: This Certificate of Merger shall be effective on September 30, 1998.

IN WITNESS WHEREOF, the each of the undersigned corporations has caused this Certificate of Merger to be signed by a duly authorized officer as of the 25th day of September, 1998.

Management Adjustment Bureau, Inc.

By: 
Name: Michael J. Barrist
Title: President

Management Adjustment Bureau DHC, Inc.

By: 
Name: Peter J. Winnington
Title: Vice President