

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/23/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
LaborLogix, Inc.		11/23/2005	CORPORATION: MARYLAND

**RECEIVING PARTY DATA**

Name:	Laborlogix Inc.
Street Address:	7925 Jones Branch Drive, Suite 6400
City:	McClean
State/Country:	VIRGINIA
Postal Code:	22102
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	78311635	DATAPATH
Serial Number:	78299318	DECISIONPATH
Registration Number:	3022950	LABORLOGIX
Registration Number:	2936111	
Serial Number:	78311636	WORKPATH

**CORRESPONDENCE DATA**

Fax Number: (202)842-7899  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2028427800  
 Email: pwillsey@cooley.com  
 Correspondent Name: Peter J. Willsey  
 Address Line 1: 875 15th St., N.W., Suite 800  
 Address Line 2: The Bowen Building  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-2221

CH \$140.00 78311635

ATTORNEY DOCKET NUMBER:	304298-201
NAME OF SUBMITTER:	Susan G. Mobley
Signature:	/Susan G. Mobley./
Date:	01/25/2006
Total Attachments: 7 source=LaborLogix#page1.tif source=LaborLogix#page2.tif source=LaborLogix#page3.tif source=LaborLogix#page4.tif source=LaborLogix#page5.tif source=LaborLogix#page6.tif source=LaborLogix#page7.tif	

# Delaware

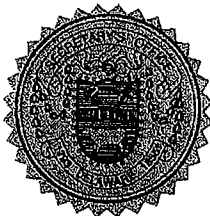
PAGE 1

*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:

"LABORLOGIX, INC.", A MARYLAND CORPORATION,  
WITH AND INTO "LABORLOGIX, INC." UNDER THE NAME OF  
"LABORLOGIX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2005, AT 4:29  
O'CLOCK P.M.

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



4061939 8100M

050959107

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4320779

DATE: 11-28-05

TRADEMARK  
REEL: 003233 FRAME: 0801

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
LABORLOGIX, INC.

Pursuant to Section 253 of the Delaware General Corporation Law, LaborLogix, Inc, a corporation organized and existing under and by virtue of the laws of the State of Maryland,

**DOES HEREBY CERTIFY:**

**FIRST:** That the names and states of incorporation of the constituent corporations of the merger are as follows:

<u>NAME:</u>	<u>STATE OF INCORPORATION:</u>
LaborLogix, Inc. ("LaborLogix-DEL") (Subsidiary)	Delaware
LaborLogix, Inc. ("LaborLogix-MD") (Parent)	Maryland

**SECOND:** The constituent corporations have approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger dated as of November 23, 2005 ("*Plan of Merger*") in accordance with the requirements of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation shall be LaborLogix, Inc., a Delaware corporation

**FOURTH:** The Certificate of Incorporation of LaborLogix-DEL shall be the Certificate of Incorporation of the surviving corporation

**FIFTH:** LaborLogix, Inc, a Maryland corporation, is the sole stockholder of LaborLogix-DEL

**SIXTH:** The Board of Directors of LaborLogix-MD has adopted the resolutions attached as Exhibit A hereto approving the Plan of Merger and the merger of LaborLogix-MD with and into LaborLogix-DEL, as of November 23, 2005.

**SEVENTH:** The proposed merger has been adopted, approved, certified, executed and acknowledged by LaborLogix-MD in accordance with the laws of the State of Maryland.

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**EIGHTH:** An executed copy of the Plan of Merger is on file at the office of LaborLogix-DEI, the surviving corporation, located at 7925 Jones Branch Drive, Suite 6400, McLean, VA 22012, and a copy of such agreement will be furnished, without cost, at the request of any stockholder of the constituent corporations.

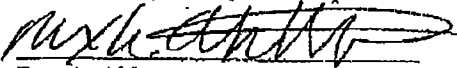
**[SIGNATURE PAGE FOLLOWS]**

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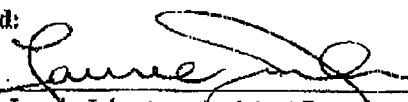
**TRADEMARK**  
**REEL: 003233 FRAME: 0803**

IN WITNESS WHEREOF, LaborLogix, Inc., a Maryland corporation, has caused this Certificate of Ownership and Merger to be signed by its duly authorized representative on November 23, 2005.

LABORLOGIX, INC., a Maryland corporation

By:   
Rex A. Ahlstrom  
President and Chief Executive Officer

Attested:

By:   
Laurie Johnston, Assistant Secretary

**EXHIBIT A**  
**BOARD OF DIRECTOR RESOLUTIONS**

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**TRADEMARK**  
**REEL: 003233 FRAME: 0805**

**MERGER OF LABORLOGIX, INC., A MARYLAND CORPORATION ("COMPANY"), INTO  
LABORLOGIX, INC., A DELAWARE CORPORATION**

**WHEREAS**, the Company's Board of Directors has determined that it is in the best interests of the Company and its shareholders to reorganize/reincorporate the Company in Delaware, and in order to do so, to form LaborLogix, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company ("*LaborLogix-DEL*"), and to recommend to the Company's shareholders that they approve the merger of the Company with and into LaborLogix-DEL (the "*Merger*") in accordance with that certain Agreement and Plan of Reorganization previously provided to the Board of Directors (the "*Plan*"); and

**WHEREAS**, the Merger is intended to qualify as a tax-free reorganization under Section 368 (a)(1)(F) of the Internal Revenue Code.

**RESOLVED**, that the Company enter into the Plan, substantially in the form presented to the Board of Directors, with such changes and modifications therein as the officers executing the same shall approve (such approval to be conclusively evidenced by such officer's execution thereof), and that the appropriate officers of the Company be and hereby are authorized and directed to execute and deliver the Plan and to take all actions that they may deem necessary and appropriate in connection therewith;

**RESOLVED**, that the officers of the Company are hereby authorized and directed to take all necessary actions to (i) form LaborLogix-DEL by filing the Certificate of Incorporation with the Delaware Secretary of State; (ii) subscribe for one (1) share of the Common Stock of LaborLogix-DEL; and (iii) take all action on behalf of the Company, as sole stockholder of LaborLogix-DEL, necessary to consent to and approve the Merger;

**RESOLVED**, that the terms of the Merger be submitted to the Company's stockholders for their approval in accordance with the applicable provisions of the Maryland General Corporation Law;

**RESOLVED**, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of the Company issued and outstanding immediately prior thereto shall by virtue of the Merger be converted into and exchanged for one (1) fully paid and nonassessable share of capital stock of LaborLogix-DEL having the same rights and privileges as the capital stock of the Company being so converted (with a similar conversion and exchange being deemed to have been effected with respect to outstanding options to require capital stock of the Company); and

**RESOLVED**, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of LaborLogix-DEL issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by LaborLogix-DEL, or the holder of such shares, be canceled and returned to the status of authorized but unissued shares; and

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**RESOLVED**, that the officers of the Company be and hereby are authorized and directed to execute, deliver, perform, file and record all such documents or instruments and take all such actions as such officers in their discretion may deem necessary or desirable in connection with the foregoing resolutions in order to consummate the intents and purposes thereof.

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