

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/26/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Management Compensation Group/Dulworth, Inc.		08/26/2003	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Apogee Holdings, Inc.
Street Address:	1021 Main Street
Internal Address:	Suite 1300
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2408544	ACCUTRAK
Registration Number:	2753603	THE VIRCOM 3 SYSTEM
Registration Number:	2645873	ACCUMANAGER

CORRESPONDENCE DATA

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CH \$90.00 2408544

ATTORNEY DOCKET NUMBER:	11742.0003.TMUS00
NAME OF SUBMITTER:	Rexford A. Johnson
Signature:	/Rexford A. Johnson/
Date:	02/08/2006
Total Attachments: 4 source=articles of merger#page1.tif source=articles of merger#page2.tif source=articles of merger#page3.tif source=articles of merger#page4.tif	

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Corporations Section
P.O.Box 13697
Austin, Texas 78713-3697

Geoffrey S. Connor
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Apogee Holdings, Inc.
Filing Number: 59818500

Articles of Merger

August 28, 2003

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 03, 2003.



Geoffrey S. Connor
Geoffrey S. Connor
Secretary of State

PHONE(512) 463-5555
Prepared by: Virginia Sumiga

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FILED
In the Office of the
Secretary of State of Texas

AUG 28 2003

Corporations Section

**ARTICLES OF MERGER
OF
APOGEE HOLDINGS, INC.
(a Texas Corporation)
INTO
MANAGEMENT COMPENSATION GROUP/DULWORTH, INC.
(a Texas Corporation)**

Pursuant to Article 5.16 of the Texas Business Corporation Act (the "Act"), Apogee Holdings, Inc., a Texas corporation ("Apogee"), hereby adopts the following Articles of Merger for the purpose of merging Apogee with and into Management Compensation Group/Dulworth, Inc., a Texas corporation and wholly-owned subsidiary of Apogee ("MCG").

1. The name of the undersigned parent corporation that is a party to the plan of merger, the type of such corporation and the laws under which such corporation is organized is as follows:

<u>Name of Parent Corporation</u>	<u>Type of Entity</u>	<u>State</u>
Apogee Holdings, Inc.	Corporation	Texas

2. The name of the subsidiary corporation that is a party to the plan of merger, the type of such corporation and the laws under which such corporation is organized is as follows:

<u>Name of Subsidiary Corporation</u>	<u>Type of Entity</u>	<u>State</u>
Management Compensation Group/Dulworth, Inc.	Corporation	Texas

3. Apogee, the parent corporation, legally and beneficially owns 56,100 shares of MCG, the subsidiary corporation, which constitutes all of the outstanding common stock of the subsidiary corporation.

4. A copy of the resolution adopted by the board of directors of Apogee (the "Resolutions") authorizing the merger of Apogee with and into the subsidiary corporation is set forth on Exhibit A attached hereto and incorporated by reference herein.

5. The Resolutions were adopted by the board of directors of Apogee effective as of August 26, 2003.

6. A plan of merger and reorganization (the "Plan") was approved and adopted in accordance with the provisions of Article 5.03 of the Act providing for the merger of Apogee and MCG, and resulting in MCG as the surviving corporation (the "Surviving Corporation") in the merger.

7. The Articles of Incorporation MCG existing prior to the merger shall be the Articles of Incorporation of the Surviving Corporation, and Article I of the Articles of Incorporation of the Surviving Corporation is to be amended to read in its entirety as follows:

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"The name of the corporation is Apogee Holdings, Inc."

8. An executed copy of the Plan is on file at the principal place of business of the Surviving Corporation at 1021 Main Street, Suite 1300, Houston, Texas 77002, and a copy of the Plan will be furnished by such entity, on written request and without cost, to any shareholder of each domestic corporation that is a party to the Plan and to any creditor or obligee of the parties to the merger at the time of the merger if such obligation is then outstanding.

9. Pursuant to Article 5.03(H) of the Act, shareholder approval of the merger of Apogee, the parent corporation, into MCG, the subsidiary corporation, is not required.

10. The Plan and the performance of its terms were duly authorized by all action required by the laws under which each domestic corporation that is a party to the merger was incorporated and by its constituent documents.

11. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes of the merged corporation and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Dated August 24, 2003.

[SIGNATURE PAGE FOLLOWS]

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APOGEE HOLDINGS, INC.
a Texas corporation

By: M. Fullmer
Name: MARIE FULLMER
Title: ASSISTANT SECRETARY

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