

**CERTIFICATE OF MERGER OF
UNIVERSAL COMPUTER SERVICES, INC., a Delaware corporation
Into
DEALER COMPUTER SERVICES, INC., a Delaware corporation**

The undersigned corporation DOES HEREBY CERTIFY that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follow:

NAME:
Universal Computer Services, Inc.
Dealer Computer Services, Inc.

STATE OF INCORPORATION:
Delaware
Delaware

2. That the Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation of the merger is Dealer Computer Services, Inc., a Delaware corporation.

4. That the Certificate of Incorporation of Dealer Computer Services, Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation, as amended, of the surviving corporation.

5. That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 6700 Hollister, Houston, Texas 77040.

6. That 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 either constituent corporation.

7. This Certificate of Merger shall be effective January 1, 2001.

DATED: December 22, 2000.

DEALER COMPUTER SERVICES, INC., a
Delaware corporation

By: R. T. Brockman
Robert T. Brockman, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/22/2000
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**SCHEDULE A
DCS/UCS
U.S. REGISTERED TRADEMARKS**

Reg. No.	Filing Date	Mark	Our Ref. No.	Client Ref. No.
1,345,271	6/25/85	MICRO-RENT	122955.18	579
2,138,941	98/2/24	Rentsys	127074.8	576
2,188,171	9/8/98	CPD 2000	127074.10	503
2,367,549	7/18/00	Southwest Microrentals (Stylized)	122955.19	578
2,369,931	7/25/00	Southwest Microrentals & Des.	122955.20	577
2,737,668	7/15/03	Mobile Business Advisor	127074.9	502
3,013,105	3/12/04	UCS Logo	127074.2	575
3,067,461	3/12/04	UCS Logo	127074.3	574
3,087,174	3/12/04	UCS Logo	127074.6	572
3,099,969	3/12/04	UCS Logo	127074.4	573