

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/11/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Nims Associates, Inc.		06/11/2004	CORPORATION: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Keane, Inc.
Street Address:	100 City Square
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02129
Entity Type:	CORPORATION: MASSACHUSETTS

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2571143	NIMS
Registration Number:	2613411	NIMS
Registration Number:	2549644	NIMS ASSOCIATES, INC.

**CORRESPONDENCE DATA**

Fax Number: (617)526-5000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617-526-6448  
 Email: janey.davidson@wilmerhale.com  
 Correspondent Name: Michael J. Bevilacqua, Esquire  
 Address Line 1: Wilmer Cutler Pickering Hale and DorrLLP  
 Address Line 2: 60 State Street  
 Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	50070136
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**CH \$90.00 2571143**

NAME OF SUBMITTER:	Michael J. Bevilacqua
Signature:	/michael j. bevilacqua/
Date:	06/21/2007
<b>Total Attachments: 6</b> source=nims merger keane#page1.tif source=nims merger keane#page2.tif source=nims merger keane#page3.tif source=nims merger keane#page4.tif source=nims merger keane#page5.tif source=nims merger keane#page6.tif	

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Examiner

# The Commonwealth of Massachusetts

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William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Brian T. Keane, \*President / ~~XXXXXXX~~

and C. Whitney Pedersen, ~~XXX~~ / \*Assistant Clerk,

of Keane, Inc.  
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,

certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Nims Associates, Inc. (N.I.C.)	Illinois	November 19, 1979

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.

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4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See Exhibit 4A

*Note: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.*

KEANE, INC.

Votes Adopted by the Board of Directors at a Meeting Held on

May 27, 2004

Agreement and Plan of Merger

VOTED: That, in furtherance of the unified plan of merger adopted by the Company on February 13, 2004, and as amended on February 26, 2004, the Board of Directors of the Company deems it advisable and in the best interests of the Company that Nims Associates, Inc, an Illinois Company and wholly-owned subsidiary of the Company ("Nims"), merge with and into the Company, whereby (i) the separate existence of Nims shall cease and the Company shall continue as the surviving entity in the merger (the "Merger"), and (ii) all outstanding shares of capital stock of Nims shall be canceled without consideration.

FURTHER VOTED: That the proper officers of the Company be and are, and each of them acting singly hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file, or cause to be filed, Articles of Merger of Parent and Subsidiary Company (the "Massachusetts Articles of Merger"), pursuant to which Nims will merge with and into the Company pursuant to Section 82 of Chapter 156B of the MGL, and any and all additional documents or instruments necessary to effect the Merger with the Secretary of the Commonwealth of the Commonwealth of Massachusetts, which Massachusetts Articles of Merger shall become effective at such time and on such date as may be designated by the officer or officers executing the same; and that such officers be and are, and each of them acting singly hereby is, further authorized, empowered and directed to take any and all additional actions necessary to implement the Massachusetts Articles of Merger, the taking of such actions by such officer or officers to be conclusive evidence of his or their determination and approval thereof and of his or their due authorization hereunder.

FURTHER VOTED: That the proper officers of the Company be and are, and each of them acting singly hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file, or cause to be filed, an Articles of Merger pursuant to Section 5/11.30 and 5/11.35 of the Illinois Business Corporations Act of 1983 (the "Illinois Certificate of Merger"), pursuant to which Nims shall merge with and into the

Company, and any and all additional documents or instruments necessary to effect the Merger with the Secretary of State of the State of Illinois, which Illinois Certificate of Merger shall become effective at such time and on such date as may be designated by the officer or officers executing the same; and that such officers be and are, and each of them acting singly hereby is, further authorized, empowered and directed to take any and all additional actions necessary to implement such Certificate of Merger, the taking of such actions by such officer or officers to be conclusive evidence of his or their determination and approval thereof and of his or their due authorization hereunder.

**General Authority**

**VOTED:**


That the appropriate officers of the Company be, and each of them acting singly hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver any and all agreements, instruments, documents and certificates, and to take any and all actions, which they or any of them may deem necessary or appropriate in connection with the Merger and the other actions contemplated by the foregoing votes, the execution and delivery of such agreements, instruments, documents and certificates and the taking of such actions by such officer or officers to be conclusive evidence of his or their determination and approval thereof and of his or their due authorization hereunder.


5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

**Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.**

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 2 day of June, 20 04,

  
\_\_\_\_\_, \*President / ~~XXXXXXXX~~

  
\_\_\_\_\_, ~~XXXX~~ / \*Assistant Clerk.

*\*Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

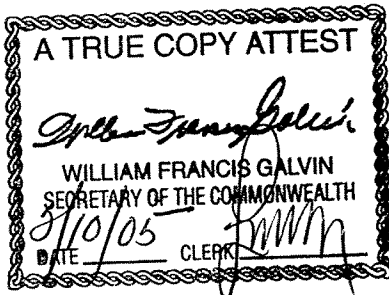
(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ 250 -, having been paid, said articles are deemed to have been filed with me this 11 day of June, 20 04.

Effective date: \_\_\_\_\_

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*



SECRETARY OF STATE  
RECEIVED  
ON JUN 11 AM 11:45  
CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION  
Photocopy of document to be sent to:

\_\_\_\_\_  
Lisa E. Savickas

\_\_\_\_\_  
Wilmer Cutler Pickering Hale and Dorr LLP

\_\_\_\_\_  
60 State Street, Boston, MA 02109

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Telephone: 617-526-5183