

09-14-1998

FORM PTO-1594 (Substitute)



SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

100827222

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

MD 8-25-98

1. Name of conveying party(ies):

Cap Gemini America, Inc.

- Individual
- General Partnership
- Corporation-State (Delaware)
- Other:
- Association
- Limited Partnership

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

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

Name: Gemini Consulting, Inc.

Address: 25 Airport Road

City: Morristown

Zip: 07960



AUG 25 1998

3. Nature of conveyance:

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

Execution Date: June 19, 1998

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- 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) & address(es) attached?  Yes  No

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

A. Trademark Application No(s).

74/242,079; 74/164,424; 74/614,577

B. Trademark Registration No(s).

1,269,688; 1,600,053; 1,601,571

Additional numbers attached?  Yes  No

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

Name: Mary-Elizabeth Buckles

REED SMITH SHAW & McCLAY LLP

Address: 1301 K Street, N.W.

Suite 1100 - East Tower

City: Washington State: D.C. Zip: 20005

6. Total number of applications and registrations involved:

20

7. Total fee (37 CFR 2.6(b)(6)):

\$ 515.00

- Enclosed
- Authorized to be charged to deposit account
- Charge any deficiency to deposit account

8. Deposit account number:

18-0582

(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 and copy of the original document.

Mary-Elizabeth Buckles

Name of Person Signing

Signature

August 25, 1998

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK

REEL: 1785 FRAME: 0657

DCLIB-0132582 MEMO 1998 1:15 PM

JATKINS 09/09/1998 126398 40.00 01 475.00 01

**ATTACHMENT TO RECORDATION COVER SHEET - TRADEMARKS ONLY**

**4.A Additional Trademark Application Serial Numbers To Be Recorded**

75/363,429	75/411,496
75/363,430	75/447,494
75/363,431	75/467,428
75/393,521	75/467,429
75/393,524	

**4.B Additional Trademark Registration Numbers To Be Recorded**

1,781,695	2,163,344
2,150,345	2,167,320
	2,170,852

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

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:

"CAP GEMINI AMERICA, INC." A DELAWARE CORPORATION,  
WITH AND INTO "GEMINI CONSULTING, INC." UNDER THE NAME OF  
"GEMINI CONSULTING, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1998, AT 8:30  
O'CLOCK A.M.

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

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



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

2915080 8100M

TRADEMARK  
REEL: 1785 FRAME: 0659

**STATE OF DELAWARE  
CERTIFICATE OF MERGER  
of  
DOMESTIC CORPORATION  
into  
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation shall be Gemini Consulting, Inc., a New Jersey corporation ("Gemini (NJ)"), and the name of the corporation being merged into this surviving corporation is Cap Gemini America, Inc., a Delaware corporation.

**SECOND:** An agreement of merger, specifically an Agreement and Plan of Merger dated as of June 19, 1998 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

**THIRD:** The Certificate of Incorporation of the surviving corporation in effect at and as of the effective time of the merger will remain the Certificate of Incorporation of the surviving corporation without any modification or amendment in the merger.

**FOURTH:** The merger is to become effective on July 1, 1998 at 12:01 a.m.

**FIFTH:** The executed Merger Agreement is on file at the office of Gemini Consulting, Inc., 25 Airport Road, Morristown, New Jersey, 07960, the principal place of business of the surviving corporation.

**SIXTH:** A copy of the Merger Agreement will be furnished by the surviving corporation on request and without cost to any stockholder of either of the constituent corporations.

**SEVENTH:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of CGA, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights

of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 25 Airport Road, Morristown, New Jersey 07960, Attention: General Counsel.

**IN WITNESS WHEREOF**, the undersigned have caused this certificate to be executed by their respective authorized officers as of the 13<sup>th</sup> day of June, 1998.

**GEMINI CONSULTING, INC.**

a New Jersey corporation

By: 

Name: Pierre Hassler

Title: President

**CAP GEMINI AMERICA, INC.**

a Delaware corporation

By: 

Name: D. Michael Meyer

Title: Chief Executive Officer