

MKD 5-14-99

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-25-1999

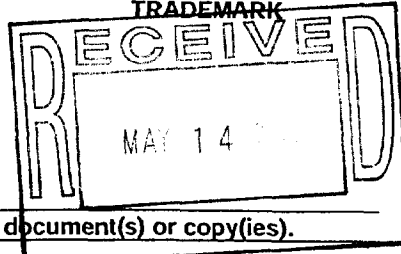


101044917

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
03 29 96
- Change of Name
- Other 1864445

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name MERRIN FINANCIAL INC.

03 27 96

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

Receiving Party

Mark if additional names of receiving parties attached

Name MERRIN - ADP INCORPORATED

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1740 Broadway

Address (line 2) 10th Floor

Address (line 3) New York New York 10019
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

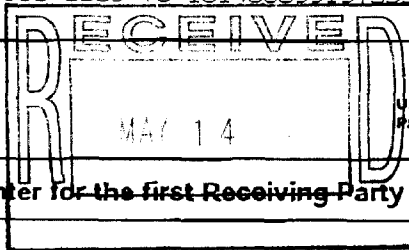
05/19/1999 NTHA11 00000125 1864445

01 FC:481 40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 001900 FRAME: 0651



FORM PTO-1618B
Expires 08/30/99
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

| | | |
|--------------------------------------|----------------------|----------------------|
| <input type="text" value="1864445"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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 copy of the original document. Charges to deposit account are authorized, as indicated herein.

MERRIN FINANCIAL - ADP INCORPORATED

By James B. Benson, President

Name of Person Signing

Signature

5/4/99

Date Signed

State of New York }
Department of State } ss:

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

MAR 29 1996



Alvanus F. Broadwell
Secretary of State

DOS-200 (Rev. 1/95)

960329000587
CSC 45

CERTIFICATE OF MERGER

of

MFI ACQUISITION CORP.

Into

MERRIN FINANCIAL INC.

(Under Section 904 of the Business Corporation Law)

It is hereby certified upon behalf of each of the constituent corporations herein named as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the constituent corporation which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving corporation", is Merrin Financial Inc. The date upon which its certificate of incorporation was filed by the Department of State is August 8th, 1985.

THIRD: The name of the other constituent corporation, which is being merged into the surviving corporation, and which is hereinafter sometimes referred to as the "merged corporation", is MFI ACQUISITION CORP. The date upon which its certificate of incorporation was filed by the Department of State is February 20, 1986.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger as follows:

①

Merrin Financial Inc.

| <u>Designation of each outstanding class and series of shares</u> | <u>Number of outstanding shares of each class</u> | <u>Shares entitled to vote on Merger</u> | <u>Shares entitled to vote as a Class or Series</u> |
|---|---|--|---|
| Common No Par Value | 100 | Yes | Yes |

MFI Acquisition Corp.

| <u>Designation of each outstanding class and series of shares</u> | <u>Number of outstanding shares of each class</u> | <u>Shares entitled to vote</u> | <u>Shares entitled to vote as a Class or Series</u> |
|---|---|--------------------------------|---|
| Common No Par Value | 100 | Yes | Yes |

FIFTH: The merger herein certified was authorized in respect of each of the surviving corporation and the merged corporation by (i) the unanimous written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of merger and (ii) the unanimous written consent of the Board of Directors.

SIXTH: The certificate of incorporation of the merged corporation as now in full force and effect shall be the certificate of incorporation of the surviving corporation except the article entitled First thereof, relating to the name of the corporation shall be amended in its entirety to read as follows:

*First: The name of the corporation is
Merrin - ADP Incorporated

SEVENTH: The effective date of the merger herein certified shall be the 29th day of March, 1996.


2

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Signed on March 27, 1996

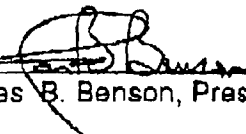
MERRIN FINANCIAL INC.

by: 
Seth Merrin, President

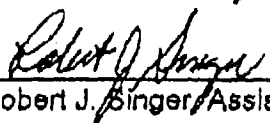
by:  Assistant
Marjorie Vandal, Secretary

and

MFI ACQUISITION CORP.

by: 
James B. Benson, President

and

by: 
Robert J. Singer, Assistant Secretary

③

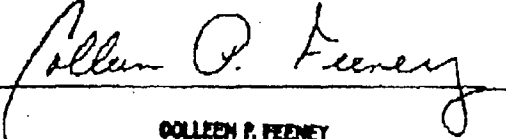
INDIVIDUAL

STATE OF NEW JERSEY)
) SS:
COUNTY OF *Morris*)

James B. Benson, being duly sworn, deposes and says that he is the person [one of the persons] who signed the foregoing certificate of merger on behalf of MFI ACQUISITION CORP.; that he signed said certificate in the capacity set opposite or beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.


James B. Benson, President

Subscribed and sworn to before me
on MARCH 25, 1996



COLLEEN P. FEENEY
A Notary Public of New Jersey
My Commission Expires October 19, 1998



(4)

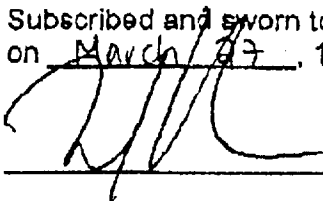
INDIVIDUAL

STATE OF NEW JERSEY YORK)
) SS:
COUNTY OF NEW YORK)

Seth Merrin, being duly sworn, deposes and says that he is the person [one of the persons] who signed the foregoing certificate of merger on behalf of Merrin Financial Inc.; that he signed said certificate in the capacity set opposite or beneath his signature thereon; that he has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.


Seth Merrin, President

Subscribed and sworn to before me
on March 27, 1996



MARJORIE A. VANDOW
Notary Public, State of New York
No. 31-4981150
Qualified in New York County
Commission Expires 1/22/99

(5)

960329000587

CSC 45

CERTIFICATE OF MERGER
OF
MFI ACQUISITION CORP
OF
MERRIN FINANCIAL INC.

Section 904 of the Business Corporation Law

RECEIVED

MAR 29 12 11 PM '96

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAR 29 1996
TAX \$ _____
BY: *lcc*
MY

lcc

AUTOMATIC DATA PROCESSING
ONE ADP BOULEVARD
ROSELAND, NJ 07068-1728

FILED

MAR 29 4 58
gir

6

BILLED

960329000609

TRADEMARK
REEL: 001900 FRAME: 0659

RECORDED: 05/14/1999