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U.S. Patent & TMOfc/TM Mail Rcpt Dt. # 19



SHEET

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

101170382

DEPT. OF COMMERCE
Patent and Trademark Office

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

10-6-99

1. Name of conveying party(ies):
Channel Software, Inc.

- individual(s) Association
- General Partnership Limited Partnership
- Corporation-State - Massachusetts
- Other _____

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

3. Nature of conveyance:

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

Execution Date: November 1, 1998

2. Name and address of receiving party(ies)

Name: Open System Solutions, Inc.
Internal Address:
Street Address: 93 West Street, Unit E
Medfield, MA 02053

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Massachusetts
- 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)

B. Trademark Registration No.(s)
2,257,515

Additional numbers attached? Yes No

2257515

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

Name: Douglas R. Wolf
Address: WOLF, GREENFIELD & SACKS, P.C.
Federal Reserve Plaza
600 Atlantic Avenue
Boston, MA 02210

6. Total number of applications and registrations involved:..... [1]

7. Total fee (37 CFR 3.41).....\$ 40
 Enclosed

Authorized to be charged to deposit account
The Commissioner is authorized to charge:

8. Deposit Account No: 23/2825

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 copy of the original document.

Douglas R Wolf

Douglas R Wolf

September 29, 1999

Name of Person Signing

Signature

Date

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

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

10/13/1999 MTHA11 00000156 2257515

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TRADEMARK
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The Commonwealth of Massachusetts

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

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER
(General Laws, Chapter 156B, Section 78)

081

*Consolidation / *merger of

⑤ Open System Solutions, Inc., a
Massachusetts corporation,

and

④ Channel Software, Inc., a
Massachusetts corporation

the constituent corporations, into

⑤ Open System Solutions, Inc.

~~*a new corporation~~ / *one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~*consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The ~~*resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the ~~*consolidation~~ / *merger determined pursuant to the agreement of ~~*consolidation~~ / *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: **November 1, 1998**
3. (For a merger)
**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

NONE

C
P
M
R.A.

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*Delete the inapplicable word. **If there are no provisions state "None".
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

(B) 11/15/92 NC

(A) 9/30/96 NC

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

(c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

(d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

(e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

***If there are no provisions state "None".*

4. The information contained in Item 4 is *not* a *permanent* part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*

93 West Street, Unit E, Medfield, Massachusetts 02052


(b) The name, residential address, and post office address of each director and officer of the *resulting / *surviving corporation is:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Lynn A. Mormann	5 Liberty Road Medfield, MA 02052	Same
Treasurer: Lynn A. Mormann	5 Liberty Road Medfield, MA 02052	Same
Clerk: Lynn A. Mormann	5 Liberty Road Medfield, MA 02052	Same
Directors: Lynn A. Mormann	5 Liberty Road Medfield, MA 02052	Same

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of: December

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.


Lynn A. Mormann, *President / *Vice President and Clerk

_____, *Clerk / *Assistant Clerk

of Open System Solutions, Inc.
(Name of constituent corporation)


Lynn A. Mormann, *President / *Vice President and Clerk

_____, *Clerk / *Assistant Clerk

of Chamel Software, Inc.
(Name of constituent corporation)

*Delete the inapplicable words.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 78)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250-, having been paid.
said articles are deemed to have been filed with me this 30th
day of October, 19 98.

Effective date: 11/1/98



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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

John J. McCarthy, Jr.
White & McDermott, P.C.

65 William Street

Wellesley, MA 02481

Telephone: (781) 431-1700