

05-25-2000

VER SHEET
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner

ed original documents or copy thereof.

1. Name of conveying party(ies):

Emergent Corporation

1820 Gateway Drive, Suite 109

San Mateo, California 94404

101367049

and address of receiving party(ies):

Keane, Inc.

Internal Address:

Street Address: Ten City Square

City: Boston State: MA Zip: 02129

- Association
- Limited Partnership
- Corporation-State: California
- Other

5-12-99

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: May 27, 1999

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 trademark number(s):

A. Trademark Application No.(s)

75/124527 75/209881

B. Trademark Registration No.(s)

1943721 2122926 2108468

Additional numbers attached? Yes No

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

Name: Barbara Barakat, Esquire

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registration involved:

5

7. Total fee (37 CFR 3.41).....\$140.00

Enclosed

Authorized to be charged to deposit account

Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number:

08-0219

(Attach duplicate copy of this page if paying by deposit account)

05/24/2000 ASCOTT 00000160 080219 75124527

01 FC:481 40.00 CH
02 FC:482 100.00 CH

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.

Barbara Barakat, Esquire

Name of Person Signing

Barbara Barakat
Signature

May 10, 2000

Date

Total number of pages including cover sheet, attachments, and document: 7

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

500.70.136

Hale and Dorr LLP Docket Number

TRADEMARK
REEL: 002078 FRAME: 0532

661114

71446

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ 250.00 , having been paid,
said articles are deemed to have been filed with me this 27th
day of May , 19 99 .

Effective date _____



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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

Lori H. Lousararian, Esq.
Hale and Dorr LLP

60 State Street

Boston, MA 02109

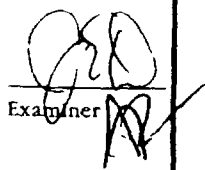
Telephone: (617) 526-6101

661114

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 79)

Examiner 

~~Consolidation~~ / *merger of

(S) Keane, Inc. _____

(M) Emergent Corporation Not regis _____

the constituent corporations, into

(S) Keane, Inc. _____

~~Each corporation~~ / *one of the constituent corporations organized under the laws of: Massachusetts

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 79, and will be kept as provided by Subsection (c) 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:

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

(For a consolidation)

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

Not Applicable

C ---
P ---
M ---
R.A. ---

*Delete the inapplicable words.

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.

6
P.C.

(For a consolidation)

(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:**

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the ~~incorporating~~ surviving corporation.

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

Ten City Square, Boston, Massachusetts 02109

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

DIRECTORS

SS# 118-26-0124
John F. Keane-President
55 Blackhorse Lane
Cohasset, Ma. 02025

SS# 028-54-3946
John F. Keane, Jr. - VP
151 Country Drive
Weston, Ma. 02193

SS# 130-30-9871
John F. Rockart
C/O MIT
77 Mass Ave.
Cambridge, Ma.

SS# 028-54-4482
Brian T. Keane - VP
37 Juniper Road
Weston, Ma. 02193

SS# 485-34-4385
Robert Shafto
526 Grove Street
Needham, Ma. 02192

Philip J. Harkins
380 Thoreau Street
Concord, Ma. 01742

SS# 013-26-9043
Winston Hindle Jr.
17 Musterfield Road
Concord, Ma. 01742

OFFICERS

SS# 048-42-2561
Wallace A. Cataldo-VP
33 Greenwood Road
Andover, Ma. 01810

SS# 032-30-8201
Edward Longo-VP
14 Spring Road
Westboro, Ma. 01581

SS# 078-30-0916
Raymond Paris-VP
19 Lillian Lane
Plainview, Ny. 11803

SS# 010-42-0724
Francis M. Cleary-Treasurer & Clerk
16 Quaker Circle
Pembroke, Ma. 02359

SS# 028-54-3946
John F. Keane, Jr.- VP
151 Country Drive
Weston, Ma. 02193

SS# 028-54-4482
Brian T. Keane- VP
37 Juniper Road
Weston, Ma. 02193

Renee Southard- VP
12 Holly Lane
Beverly, Ma. 01915

(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:

SEE ATTACHED

Treasurer:

Clerk:

Directors:

(c) The fiscal year end (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:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

~~5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the 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 obligation, including taxes, in the same manner as provided in Chapter 181.~~

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of Keane, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

Wallace A. Cataldo

Wallace A Cataldo

~~President~~ *Vice President

C. Whitney Pedersen

C. Whitney Pedersen

*Clerk ~~XXXXXXXXXXXX~~ Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Chief Financial Officer of Emergent Corporation, a corporation organized under the laws of California, further state under the penalties of perjury that the agreement of ~~consolidation~~

*merger has been duly adopted by such corporation in the manner required by the laws of California

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

Brian T. Keane
†
Brian T. Keane, President

Wallace A Cataldo
††
Wallace A. Cataldo, Chief Financial Officer