

08-31-2000



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ASSIGNMENT PRACTICE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 #

7.28.00

Conveyance Type

Assignment

License

Security Agreement

Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
12 31 97

Conveying Party

Mark if additional names of conveying parties attached

Name MARKETSOURCE CORPORATION

Execution Date
Month Day Year

12 31 97

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization NEW JERSEY

Receiving Party

Mark if additional names of receiving parties attached

Name MARKETSOURCE CORPORATION

DBA/AKA/TA

Composed of

Address (line 1) 10 ABEEL ROAD

Address (line 2)

Address (line 3) CRANBURY

NEW JERSEY

08512

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization DELAWARE

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.)

08/31/2000 JJALLAN2 00000004 75611061

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
425.00 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

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)

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.

SUSAN OKIN GOLDSMITH, ESQ.

Susan Okin Goldsmith

7/26/2000

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12 29 97

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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

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Trademark Application Number(s)

Registration Number(s)

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JUL-19-00 WED 16:53

CERTIFICATE OF MERGER
OF

MarketSource Corporation, a New Jersey corporation,
and
Term Planner, Inc., a New Jersey corporation,
into
MarketSource Corporation, a Delaware corporation

The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
MarketSource Corporation	New Jersey
Term Planner, Inc.	New Jersey
MarketSource Corporation	Delaware

SECOND: That the Agreement and Plan of Merger among the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed and, in the case of the Delaware corporation, in the same manner as provided in Section 252 of the General Corporation Law of Delaware, all as provided in Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is MarketSource Corporation, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of MarketSource Corporation, a Delaware corporation which is the surviving corporation of the merger, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 10 Abeel Road, Cranbury, New Jersey 08512.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each constituent corporation which is not a corporation of the State of Delaware is as follows:

<u>Corporation</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
MarketSource Corporation	Common	7,500	\$.01
	Preferred	2,500	\$.01
Term Planner, Inc.	Common	2,500	without par value

EIGHTH: This Certificate of Merger shall be effective as of the close of business on December 31, 1997.

Dated: December 28, 1997

MarketSource Corporation,
a Delaware corporation

By: Martin D. Levine
Martin D. Levine, President

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