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

<p>1. Name of conveying party(ies):</p> <p>Fastech, Inc. <b>10-5-91</b></p> <p><input type="checkbox"/> Individual                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership        <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Cotelligent USA, Inc.</u></p> <p>Address: <u>44 Montgomery Street, Suite 4050</u></p> <p>City <u>San Francisco</u> State <u>California</u> ZIP <u>94104</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>California</u>  <input type="checkbox"/> Other _____</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement        <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 31, 1999</u></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

<p>4(a). Trademark Application No.(s):</p>	<p>4(b). Trademark Registration No.(s): 1,924,476; 1,485,697</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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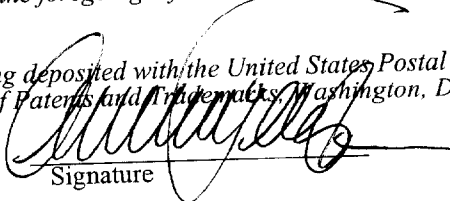
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name <u>Amanda Laura Nye</u></p> <p>Address: <u>KING &amp; SPALDING</u>  <u>191 Peachtree Street, N.E.</u>  <u>Atlanta, Georgia 30303-1763</u></p>	<p>6. Total number of applications and registrations involved: <b>2</b></p> <p>7. Total fee (37 CFR 3.41) enclosed: \$ <u>65.00</u></p>
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**DO NOT USE THIS SPACE**

8. 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.*

*I certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, DC 20231, on October 2, 2001.*

Amanda Laura Nye                                            October 2, 2001  
Name of Person Signing                      Signature                      Date

Attorney Docket No: 08991.104001                      Total number of pages including cover sheet: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks  
Box Assignments  
Washington, DC 20231

10/16/2001 LMUELLER 00000016 1924476  
01 FC:481                      40.00 DP  
02 FC:482                      25.00 DP

Microfilm Number \_\_\_\_\_

Filed with the Department of State on 11/11/14

Entity Number 2860558

*Kim Duggan*  
Secretary of the Commonwealth

Secretary of the Commonwealth

**ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION**

DSCa:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Cotelligent USA, Inc.

2. (Check and complete one of the following):

\_\_\_\_\_ (The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of California and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County

(b) c/o: CT Corporation System  
Name of Commercial Registered Office Provider Philadelphia County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_\_ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

\_\_\_\_\_ Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>Frstech, Inc.</u>	<u>CT Corporation System</u>	<u>Philadelphia</u>

THIS IS A TRUE COPY OF  
THE ORIGINAL SIGNED  
DOCUMENT FILED WITH  
THE DEPARTMENT OF STATE

DSCB 15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: December 31, 1999 at 3 00 p.m. (EST)  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows.

Name of Corporation	Manner of Adoption
<u>F. tech, Inc.</u>	<u>Adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. Section 1924(b)(3).</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 21<sup>st</sup> day of December, 1999

Cotelligent USA, Inc.  
(Name of Corporation)

BY: Loisaine E. Vega  
(Signature)

Loisaine E Vega

TITLE: Vice-President, General Counsel & Secretary

\_\_\_\_\_  
(Name of Corporation)

BY: \_\_\_\_\_  
(Signature)

TITLE: \_\_\_\_\_

EXHIBIT A

Attached hereto are the resolutions which constitute the plan of merger for merging Fastech, Inc. with and into Cotelligent USA, Inc. as approved by written consent of the Directors of Cotelligent USA, Inc., dated December 21, 1999, in accordance with Section 1110 et seq. of the California General Corporation Law and 15 Pa.C.S. § 1924(b)(3).

COTELLIGENT USA, INC.ACTION BY DIRECTORS BY WRITTEN CONSENT

The undersigned, being the Directors of Cotelligent USA, Inc., a California corporation (the "Company"), in accordance with Section 307(b) of the California Corporations Code and Section 3.13 of the Bylaws of the Company, hereby take the following actions and adopt the following resolutions by written consent without a meeting:

Approval of Merger of Subsidiary Corporations

WHEREAS, the Company is the sole shareholder of each of the following corporations:

Cotelligent Orlando, Inc., a Florida corporation;

Fastech, Inc., a Pennsylvania corporation;

WHEREAS, this Company's Directors, acting in their capacities as Directors and representing the Company in its capacity as a sole shareholder, has determined it is in the best interests of the Company to merge each of Cotelligent Orlando, Inc. and Fastech, Inc. (collectively, the "Subsidiaries") with and into this Company.

NOW THEREFORE BE IT RESOLVED, that this Company merge its wholly-owned subsidiary corporation, Cotelligent Orlando, Inc. with and into this Company pursuant to Section 1110 et seq. of California Law and Sections 607.1104 and 607.11101 of the Florida 1989 Business Corporation Act and upon the effectiveness of such merger assume all of the obligations and liabilities of Cotelligent Orlando, Inc.

RESOLVED FURTHER, that this Company merge its wholly-owned subsidiary corporation, Fastech, Inc. with and into this Company pursuant to Section 1100 et seq. of California Law and Sections §1921 et seq. of the Pennsylvania Law and upon the effectiveness of such merger assume all of the obligations and liabilities of Fastech, Inc.

RESOLVED FURTHER, that the mergers of the Subsidiaries with and into this Company (the "Mergers") be effected pursuant to Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

RESOLVED FURTHER, that upon the effectiveness of each Merger, the separate existence of each of the Subsidiaries shall cease and this Company shall continue its existence as the surviving corporation pursuant to the provisions of the laws of California, Florida and Pennsylvania, as applicable, and the issued shares of each of the Subsidiaries shall not be converted in any manner, but each said share which is issued as of the effective date of the Mergers shall be surrendered and extinguished.

RESOLVED FURTHER, that each Merger be effective on December 31, 1999 (to the extent allowed by applicable law).

RESOLVED FURTHER, that the officers of this Company be, and they hereby are, authorized and directed for and on behalf of this Company and in its name to execute and file or cause to be filed such Certificates of Ownership evidencing the Mergers hereinabove approved with the California Secretary of State and to execute and to file or cause to be filed such certificates and articles of merger evidencing the Mergers with the appropriate governmental agencies of the states of Florida and Pennsylvania in such forms as may be required by the laws of each jurisdiction.

RESOLVED FURTHER, that the officers of this Company be, and they hereby are, authorized and directed for and on behalf of this Company and in its name to take such further action and to execute such further documents as may be necessary and appropriate to carry out the intent of the foregoing resolutions.