

02-19-2002

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

101984946

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

## 1. Name of conveying party(ies):

Geac Commercial Systems, Inc.

2-19-02

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State North Carolina  
☐ Other \_\_\_\_\_

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

## 3. Nature of conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☒ Other Articles of Dissolution

Execution Date: Apr. 30, 1998

## 2. Name and address of receiving party(ies)

Name: Geac Computers, Inc.

Internal c/o Geac Computer Corporation Limited

Address: Attn: Ruth Klein, Asst. Gen. Counsel

Street Address: 11 Allstate Parkway, Suite 300

City: Markham, Ontario, Canada Zip: L3R 9T8

- ☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation-State Missouri  
☐ 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) \_\_\_\_\_  
NONEB. Trademark Registration No.(s) 1437882  
1633884 1958008 2021538Additional number(s) attached ☐ Yes ☒ No

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

Name: Joshua R. Bressler

Internal Address: Sullivan &amp; Cromwell

Street Address: 125 Broad Street

City: New York State: NY Zip: 10004

## 6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- ☒ Enclosed  
☐ Authorized to be charged to deposit account

## 8. Deposit account number:

## 9. Signature.

Joshua R. Bressler

Name of Person Signing

Signature

1-24-02

Date

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

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

TRADEMARK  
REEL: 002446 FRAME: 0253

## **SCHEDULE**

2. Name and address of receiving party:

c/o Geac Computer Corporation Limited  
Attn: Ruth Klein, Esq., Assistant General Counsel  
11 Allstate Parkway, Suite 300  
Markham, Ontario, Canada L3R 9T8

Tab settings → → → ▼ ▼

Docket No.:

017977/0003

11-19-2001



101897470

To the Honorable Commissioner of Patent

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Geac Commercial Systems, Inc.

11-15-01

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State North Carolina  
☐ Other \_\_\_\_\_

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☒ Other Articles of Dissolution

Execution Date: Apr. 30, 1998

2. Name and address of receiving party(ies):

Name: Geac Computers, Inc.

Internal Address: SEE ATTACHED SCHEDULE

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

☐ Individual(s) citizenship \_\_\_\_\_

☐ Association \_\_\_\_\_

☐ General Partnership \_\_\_\_\_

☐ Limited Partnership \_\_\_\_\_

☒ Corporation-State Missouri

☐ Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is ☒ Yes ☐ N

(Designations must be a separate document from

Additional name(s) & address(es) ☐ Yes ☒ N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

1437882

2021538

1633884

1958008

Additional numbers

☐ Yes ☒ No

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

Name: Joshua R. Bressler

Internal Address: Sullivan & Cromwell

Street Address: 125 Broad St.

City: New York State: NY ZIP: 10004

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

11/16/2001 6TON11 00000122 1437882

01 FC:481  
02 FC:482

40.00 OP  
75.00 OP

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.

Joshua R. Bressler

Name of Person Signing

Signature

Date

11-13-01

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002446 FRAME: 0255

## **SCHEDULE**

2. Name and address of receiving party:

c/o Geac Computer Corporation Limited  
Attn: Ruth Klein, Esq., Assistant General Counsel  
11 Allstate Parkway, Suite 300  
Markham, Ontario, Canada L3R 9T8

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF DISSOLUTION  
OF  
GEAC COMMERCIAL SYSTEMS, INC.

*the original of which was filed in this office on the 29th day of April, 1998.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of April, 1998.*



*Elaine F. Marshall*

Secretary of State

981199053

STATE OF NORTH CAROLINA  
Department of the Secretary of State  
ARTICLES OF DISSOLUTION

C-0032142  
**FILED**  
4:21 PM  
APR 29 1998  
EFFECTIVE 4-30-98 11:59 PM  
ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

Pursuant to Sections 55-14-03 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is: Geac Commercial Systems, Inc.
2. The names, titles, and addresses of the officers of the corporation are:

William G. Nelson	President	11 Allstate Parkway Suite 300, Markham, Ontario L3R 9T8
Shelley R. Isenberg	Secretary	11 Allstate Parkway Suite 300, Markham, Ontario L3R 9T8
David G.B. Scott	Treasurer	11 Allstate Parkway Suite 300, Markham, Ontario L3R 9T8
Kathryn Smith	Assistant Treasurer	Box 5152 9 Technology Drive Westborough, MA 01581-5152

3. The names and addresses of the sole director of the corporation is:

William G. Nelson	11 Allstate Parkway Suite 300, Markham, Ontario L3R 9T8
-------------------	---

4. The dissolution of the corporation was authorized on the 30th day of April, 1998.
5. Shareholder approval for the dissolution was obtained as required by Chapter 55 of the North Carolina General Statutes.
6. The articles will be effective as of April 30, 1998.

This the \_\_\_\_ day of April, 1998.

GEAC COMMERCIAL SYSTEMS, INC.

By: Kathryn A. Smith  
Name: Kathryn A. Smith  
Title: Assistant Treasurer

297884-1

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. Purpose of Plan. The purpose of this Plan of Complete Liquidation and Dissolution (the "Plan") is to effect a complete liquidation and dissolution of GEAC COMMERCIAL SYSTEMS, INC., a corporation duly organized and existing under the laws of the State of North Carolina (the "Company"), in complete redemption of all of the Company's issued and outstanding stock in accordance with the Plan and in accordance with the provisions of Section 332 of the Internal Revenue Code of 1986.

2. Period of Plan. The Plan shall commence on adoption by the sole stockholder as provided in Paragraph 9 and shall continue until completion of all acts contemplated hereunder or upon an affirmative vote of the Board of Directors to rescind or otherwise terminate the Plan, whichever is first to occur, but in no event later than twelve months from the date of adoption of such plan.

3. Reserve of Assets to Meet Claims. In order to carry out the Plan, the President and Treasurer of the Company shall pay or make adequate provisions for the payment of all debts, taxes, expenses, liabilities and obligations of the Company of every kind and nature, including the establishment of a liquidating trust if appropriate.

4. Distribution to the Stockholders. Any assets of the Company remaining after payment, or due provisions for payment, of the Company's debts, expenses, liabilities, and obligations shall be distributed ratably in cash or property to the sole stockholder in complete liquidation of the Company under the Plan. Such liquidation shall be made in one or more distributions as determined by the President of the Company, and shall be in exchange and full



payment for and in cancellation of the certificates representing shares of stock in the Company, as hereinafter provided in paragraph 5.

5. Cancellation of Outstanding Shares. Whenever all of the assets of the Company of every nature shall have been paid out and/or distributed as hereinabove provided, the sole stockholder shall forthwith surrender all certificates representing shares of stock in the Company for complete cancellation and redemption, and the Company shall cause such certificates to be duly cancelled.

6. Dissolution. The appropriate officers of the Company shall proceed with the voluntary dissolution of the Company in accordance with Section 55-14-03 of the North Carolina Business Corporation Act and other applicable laws of the State of North Carolina. The date of authorization of the dissolution of the Company, for purposes of Section 55-14-03 of the North Carolina Business Corporation Act shall be the date that the Certificate of Dissolution is filed by the appropriate officers of the Company with the North Carolina Secretary of State.

7. Authorization to Execute and File Documents. The President, Treasurer and Secretary of the Company are authorized and empowered to execute and/or file with the state and federal authorities all documents which they deem necessary or advisable to effectuate the Plan, including but not limited to filing a Certificate of Dissolution with the North Carolina Secretary of State and filing information returns on United States Treasury Department Forms 966 and 1099, together with all appropriate income tax returns and the information required by the applicable regulations.

8. Authorization of Necessary Acts. The President, Treasurer, and Secretary of the Company is authorized and empowered to do any and all other things in its name and behalf which the officer or officers so acting deem necessary or advisable in order to effectuate the Plan. Each such officer shall be held harmless by the Company for any action under the Plan taken in good faith, and any expense or liability so incurred by either of them shall be that of the Company.

9. Adoption of Plan. The Plan shall be adopted by the Company when adopted by the affirmative vote of the sole stockholder pursuant to Section 55-7-04 of the North Carolina Business Corporation Act and other applicable laws of the State of North Carolina.

283154-1

\* \* \* \* \*


GEAC COMMERCIAL SYSTEMS, INC.

CONSENT OF SOLE DIRECTOR

Pursuant to Section 55-8-21 of the North Carolina Business Corporation Act and the By-Laws of GEAC COMMERCIAL SYSTEMS, INC., a North Carolina corporation (the "Corporation"), the undersigned, being the Sole Director of the Corporation, does hereby consent to the adoption of the following resolution without the necessity of a meeting of the Board of Directors:

**RESOLVED:** That upon approval of the Sole Stockholder, this Corporation be dissolved in accordance with Section 55-14-03 of the North Carolina Business Corporation Act; and that the officer and directors of this Corporation be, and they hereby are, duly authorized and directed to file a Certificate of Dissolution of the Corporation with the North Carolina Secretary of State.

The Secretary is hereby directed to place this original document of Consent with the records of the meetings of the Directors of this Corporation.

  
William G. Nelson  
Sole Director

Dated: April 30, 1998

297945-1

GEAC COMMERCIAL SYSTEMS, INC.

CONSENT OF SOLE STOCKHOLDER

Pursuant to Section 55-7-04 of the North Carolina Business Corporation Act and the By-Laws of GEAC COMMERCIAL SYSTEMS, INC., a North Carolina Corporation (the "Corporation"), the undersigned, being the Sole Stockholder of the Corporation, does hereby consent to the adoption of the following resolution without the necessity of a meeting:

**RESOLVED:** That this Corporation be dissolved in accordance with Section 55-14-03 of the North Carolina Business Corporation Act; and that the officers and directors of this Corporation be, and they hereby are, duly authorized and directed to file a Certificate of Dissolution of the Corporation with the North Carolina Secretary of State.

The Secretary is hereby directed to place this original document of Consent with the records of the meetings of the Stockholders of this Corporation.

GEAC COMPUTERS, INC.

BY: William G. Nelson  
William G. Nelson, President

Dated: April 30, 1998

297936-1

**Geac Computers, Inc.**  
**Schedule A**

Trademark Registration No.(s):

1437882

1633884

1958008

2021538

**Geac Computers, Inc.**  
**Schedule A**

Trademark Registration No.(s):

1437882

1633884

1958008

2021538

## GEAC COMPUTERS, INC.

November 13, 2001

Commissioner of Patents and Trademarks  
Washington, DC 20231

Re: Appointment of Domestic Representative for the Trademark Applications and Registrations  
identified on Schedule A attached hereto

Dear Sir or Madam:

Pursuant to Trademark Manual of Examining Procedure Section 501.04, Geac Computers, Inc. hereby designates the following person at the address immediately below as its domestic representative, upon whom notices or process concerning the trademark applications and/or registrations set forth on Schedule A attached hereto may be served:

Wayne C. Matus, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
125 West 55th Street  
New York, NY 10019-5389  
Tel: (212) 424-8000  
Fax: (212) 424-8500

Sincerely,



Name:  
Title:

**Shelley R. Isenberg**  
Vice President  
General Counsel

C/O GEAC COMPUTER CORPORATION LIMITED  
• 11 ALLSTATE PARKWAY, SUITE 300 • MARKHAM, ONTARIO L3R 9T8  
PHONE: 905-475-0525 • FAX: 905-642-1961

TRADEMARK  
REEL: 002446 FRAME: 0267

No. #00275817



# State of Missouri

Judith K. Moriarty, Secretary of State

Corporation Division

## Certificate of Merger — Missouri Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

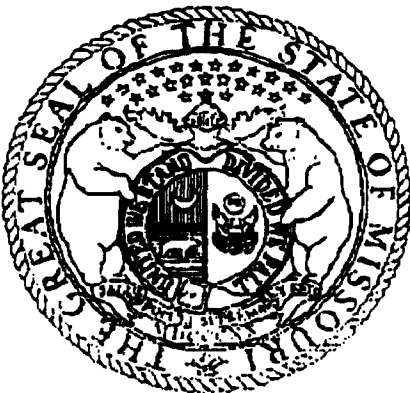
Name of Corporations CLSI, INC. (A Massachusetts corp not qualified)ECI COMPUTER, INC. (A California corp not qualified)INTO: GEAC COMPUTERS, INC. (#00275817)Organized and Existing Under Laws of Massachusetts, California, Missouri

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JUDITH K. MORIARTY, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effectual, with

GEAC COMPUTERS, INC. (#00275817)

as the surviving corporation.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix  
the GREAT SEAL of the State of Missouri. Done at the City of  
Jefferson, this 29th day of April,  
19 94.

EFFECTIVE DATE: APRIL 30 1994

*Judith K. Moriarty*  
Secretary of State

Fee \$ 25.00

Corp. #21 (1-83)





# State of Missouri

Judith K. Moriarty, Secretary of State  
P.O. Box 778, Jefferson City, Mo. 65102

Corporation ~~FILED~~ AND CERTIFICATE  
**ISSUED**

## Articles of Merger

APR 29 1994

(Section 351.447, RSMo)  
(To be submitted in duplicate)

*Judith K. Moriarty*  
SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

- (1) That GRAC COMPUTERS, INC. of Missouri  
(Name of Corporation) (Parent State)
- (2) That CLSI, INC. of Massachusetts  
(Name of Corporation) (Parent State)
- (3) That ECI COMPUTER, INC. of California  
(Name of Corporation) (Parent State)
- are hereby merged and that the above named Geac COMPUTERS, INC.  
is the surviving corporation. (Name of Corporation)

- (4) That the Board of Directors of GRAC COMPUTERS, INC.  
(Name of Corporation)  
met on April 30, 1994 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.
- (5) That the Board of Directors of CLSI, INC.  
(Name of Corporation)  
met on April 30, 1994 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.
- (6) That the Board of Directors of ECI COMPUTER, INC.  
(Name of Corporation)  
met on April 30, 1994 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.
- (7) That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.
- (8) That the resolution of the Board of Directors of the parent corporation, GRAC COMPUTERS, INC.  
, approving the Plan of Merger is as follows:

See Exhibit A attached hereto.

- (9) That the parent corporation, GRAC COMPUTERS, INC.  
is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.

### (10) PLAN OF MERGER

1. Geac COMPUTERS, INC. of 1807 Park 270 Dr., St. Louis, MO 63146  
is the survivor.

Corp 951A (1-83)

(MO. - 775 - 5/4/93)

2. All of the property, rights, privileges, leases and patents of the CLST, INC.

BCI COMPUTER, INC.

Corporation and

Corporation

are to be transferred to and become the property of GEAC COMPUTERS, INC.

the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of GEAC COMPUTERS, INC. shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.

4. ~~(To be completed if the parent corporation does not own all of the outstanding shares of each of the subsidiary corporations party to the merger.)~~

The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is not owned by the parent corporation is as follows:

5. ~~(To be completed if the parent corporation is not the surviving corporation.)~~

a. The outstanding shares of \_\_\_\_\_ parent corporation, shall be exchanged for shares of \_\_\_\_\_ surviving corporation on the following basis:

b. The proposed merger has been approved by receiving the affirmative vote of at least two-thirds of the outstanding shares of \_\_\_\_\_ parent corporation, entitled to vote thereon at a meeting thereof duly called and held on \_\_\_\_\_ at \_\_\_\_\_

6. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation:

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is \_\_\_\_\_  
320 Nevada Street, Newtonville, MA 02160

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor ~~are~~ are not amended and ~~amended~~

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

Corporate Seal

ATTEST:

By

Shelley R. Isenberg, Secretary

Corporate Seal

ATTEST:

By

Shelley R. Isenberg, Secretary

Corporate Seal

ATTEST:

By

Shelley R. Isenberg, Secretary

GEAC COMPUTERS, INC.

(Name of Corporation)

By

Stephen J. Sadler, President

CLSI, INC.

(Name of Corporation)

By

Stephen J. Sadler, President

ECI COMPUTER, INC.

(Name of Corporation)

By

Stephen J. Sadler, President

Province

State of

Ontario

County of

YORK

}

On this 25 day of April in the year 19 94, before me

Notary Public in and for said state, personally

appeared

Stephen J. Sadler

(Name)

President

(Title)

GEAC COMPUTERS, INC.

(Name of Corporation)

known to me to be the person who executed the within Articles

of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notarial Seal)

My commission expires

(no expiration)

(Comp. #4, 1st Page 3)

(MO. - 775)

Province

State of ONTARIO  
County of YORK } ss.On this 25 day of April in the year 1994 before me\_\_\_\_\_, Notary Public in and for said state, personally  
appeared Stephen J. Sadler PresidentCLSI, INC.\_\_\_\_\_, known to me to be the person who executed the within Articles  
of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein  
stated.

(Notarial Seal)



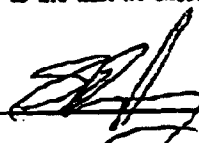
My commission expires \_\_\_\_\_

(No Expiration)

Province

State of ONTARIO  
County of YORK } ss.On this 25 day of April in the year 1994 before me\_\_\_\_\_, Notary Public in and for said state, personally  
appeared Stephen J. Sadler PresidentBCI COMPUTER, INC.\_\_\_\_\_, known to me to be the person who executed the within Articles  
of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein  
stated.

(Notarial Seal)



My commission expires \_\_\_\_\_

(No expiration)

The Secretary of State's Office makes every effort to provide program accessibility to all citizens without regard to disability. If you desire this publication in alternate form because of a disability, please contact the Director of Publications, P.O. Box 778, Jefferson City, Mo. 65102; phone (314) 751-1814. Hearing-impaired citizens may contact the Director by phone through Missouri Relay (800-735-2968). The Corporation's Division also maintains a Telecommunications Device for the Deaf (TDD) at (314) 526-5599.

## EXHIBIT A

## Articles of Merger

WHEREAS, this Corporation deems it advisable and in its best interest to merge with CLSI, INC., a Massachusetts corporation ("CLSI"), and ECI COMPUTER, INC., a California corporation ("ECI"), both of which are wholly-owned subsidiaries of GRAC COMPUTERS, INC. with this Corporation being the surviving corporation (the "Merger"), pursuant to Articles of Merger to be filed with the State of Missouri, the Commonwealth of Massachusetts and the State of California;

WHEREAS, this Corporation was incorporated under the laws of the State of Missouri on May 1, 1985;

WHEREAS, CLSI was incorporated under the laws of the Commonwealth of Massachusetts on June 25, 1976;

WHEREAS, ECI was incorporated under the laws of the State of California on October 11, 1990; and

WHEREAS, this Corporation owns all of the issued and outstanding shares of the capital stock of CLSI and ECI.  
NOW, THEREFORE, be it:

RESOLVED: That, pursuant to Section 351.447 of the Missouri General and Business Corporation Law, Chapter 156B Section 82 of the Commonwealth of Massachusetts and Section 1110 of the California Corporations Code, this Corporation and CLSI and ECI be merged in the following terms and conditions (the "Merger");

Terms and Conditions of Merger:

(a) This Corporation shall be the surviving corporation (the "Surviving Corporation") and shall continue to be incorporated and duly organized under the laws of the State of Missouri. The powers of the Surviving Corporation shall be as set forth in the Surviving Corporation's Articles of Organization unless and until the same shall be altered, amended or repealed in accordance with the laws of the State of Missouri. CLSI and ECI shall be the merged corporations and their separate existence shall thereupon cease.

(b) The effective date of the Merger (the "Effective Date") shall be April 30, 1994.

(c) The By-laws of this Corporation as in effect immediately prior to the Effective Date shall from and after the Effective Date become and remain the By-laws of the Surviving Corporation until thereafter amended or restated as provided therein.

(d) The officers and directors of this Corporation in office on the Effective Date shall remain in the same capacities as officers and directors of the Surviving Corporation until their successors have been duly elected and qualified.

(e) On the Effective Date of the Merger, the Surviving Corporation shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of this Corporation and CLSI and ECI.

(f) On the Effective Date of the Merger, this Corporation, as the sole stockholder of CLSI and ECI, shall surrender to the Surviving Corporation the certificates representing all of the outstanding shares of capital stock of CLSI and ECI, which certificates shall thereupon be cancelled.

(g) The President of this Corporation be and he hereby is, authorized to execute, and the Clerk of this Corporation be and he hereby is, authorized to execute and to cause the Articles of Merger to be filed with the Commonwealth of Massachusetts, and to do all acts and things, whatsoever, whether within or without the Commonwealth of Massachusetts, which may be in any way necessary or appropriate to effect such Merger.

(h) The President of this Corporation be and he hereby is, authorized to execute, and the Secretary of this Corporation be and he hereby is, authorized to execute a Certificate of Ownership and Merger of this Corporation, and to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of California, and to do all acts and things, whatsoever, whether within or without the State of California, which may be in any way necessary or appropriate to effect such Merger.

(i) The President of this Corporation be and he hereby is, authorized to execute, and the Secretary of this Corporation be and he hereby is, authorized to execute Articles of Merger of this Corporation, and to cause the Articles of Merger to be filed with the Secretary of State of the State of Missouri, and to do all acts and things, whatsoever, whether within or without the State of

Missouri, which may be in any way necessary or appropriate to effect such Merger.

(j) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, by the Board of Directors of this Corporation at any time prior to the date of filing of the Articles of Merger with the Secretary of State of the State of Missouri or the Articles of Merger with the Commonwealth of Massachusetts or the Certificate of Ownership and Merger with the Secretary of State of the State of California.

**FURTHER**

**RESOLVED:** That the Plan of Merger, substantially in the form previously presented to the undersigned, hereby is, in all respects, approved, adopted, certified and acknowledged.

**FURTHER**

**RESOLVED:** That any and all agreements, instruments or certificates previously signed on behalf of the officers of the Corporation in furtherance of the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of this Board of Directors, and that the proper officers of the Corporation did execute the same.

**FURTHER**

**RESOLVED:** That the appropriate officers of the Corporation, or any one of them, be, and they hereby are, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take such other and further action, as they or any one of them shall deem necessary, appropriate or desirable to carry out the purpose and intent of the foregoing resolutions and to effect the transactions contemplated thereby.

7744R

**Geac Computers, Inc.**  
**Schedule A**

Trademark Registration No.(s):

1168131

1169025