

08-16-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/02)

RECORDATION FOR
TRADEMARK

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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) FINASSISTION</p> <p>Individual(s) _____ Association _____ General Partnership _____ Limited Partnership _____ X Corporation-State - New Jersey <i>8.9.02</i> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? Yes X No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: DSET Corporation Street Address: 661 Shrewsbury Avenue City: Shrewsbury State: New Jersey Zip: 07702</p> <p>Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ X Corporation-State - New Jersey Other _____</p> <p>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) attached? Yes No Additional name(s) & address(es) attached? Yes X No</p>
<p>3. Nature of conveyance:</p> <p>Assignment X Merger Security Agreement _____ Change of Name _____ Other _____</p> <p>Execution Date: January 31, 2002</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) See Attached Schedule Additional number(s) attached Yes No</p> <p>B. Trademark Registration No.(s) Additional number(s) attached Yes No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Jane E. Pinzow-Naidoff, Esq. Hale & Dorr LLP 300 Park Avenue New York, New York 10022</p> <p><i>08/15/2002 6TOW11 00000132 080219 78007257</i></p> <p><i>01 FC:481 40.00 CH</i> <i>02 FC:482 150.00 CH</i></p>	<p>6. Total number of applications and registrations involved: 7</p> <p>7. Total fee (37 CFR 3.41) \$ <u>280.00</u></p> <p>Enclosed</p> <p>X Authorized to be charged to deposit account</p> <p>8. Deposit account number: 080219</p>

DO NOT USE THIS SPACE

9. Signature.

Jane E. Pinzow-Naidoff *Jane Pinzow-Naidoff* August 9, 2002
 Name of Person Signing Signature Signature Date

Total number of pages including cover sheet, attachments, and document: **2**

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

SCHEDULE

MARK	SERIAL NO.	CLASS
ISPSOFT	78/007257	9
ISPSOFT	78/007266	42
UPX	76/345396	9
UPX	76/345395	42
UPX-CARRIER	78/027943	9, 42
UNIVERSAL PROVISIONING EXCHANGE	76/345394	9
UNIVERSAL PROVISIONING EXCHANGE	76/345393	42

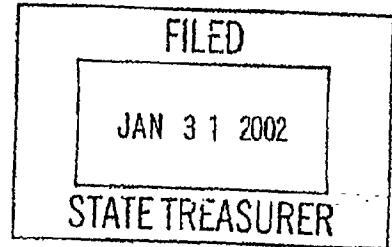
CERTIFICATE OF MERGER
OF

MRG

ISPSOFT INC.
(a New Jersey corporation)

WITH AND INTO

DSET CORPORATION
(a New Jersey corporation)



To: The Secretary of State of the
State of New Jersey

ISPSOFT Inc., a New Jersey corporation (the "Disappearing Corporation"), and DSET Corporation, a New Jersey corporation (the "Surviving Corporation" and together with the Disappearing Corporation, the "Constituent Corporations"), in connection with their proposed statutory domestic corporation-domestic corporation merger (the "Merger") pursuant to the provisions of Section 14A:10-1 of the New Jersey Business Corporation Act (the "NJBCA"), DO HEREBY CERTIFY that:

FIRST: The names of the Constituent Corporations are ISPSOFT Inc., a New Jersey corporation, and DSET Corporation, a New Jersey corporation.

SECOND: An Agreement and Plan of Merger, as amended (the "Plan"), a copy of which is attached hereto as Exhibit A, has been adopted, approved, certified, executed and acknowledged by the Disappearing Corporation and the Surviving Corporation in compliance with the requirements of the NJBCA. The Plan sets forth the terms and conditions of the Merger and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation as a result of the Merger.

THIRD: The name of the Surviving Corporation shall be "DSET Corporation."

FOURTH: The Plan was approved by the shareholders of the Disappearing Corporation on January 31, 2002. The Plan was approved by the shareholders of the Surviving Corporation on January 31, 2002.

FIFTH: The number of shares of capital stock of the Disappearing Corporation entitled to vote on the Plan was 6,595,000 shares of Common Stock, 9,000,000 shares of Series A Preferred Stock (voting on an as converted basis into an aggregate of 9,000,000 shares of Common Stock) and 8,000,000 shares of Series B Preferred Stock (voting on an as converted basis into an aggregate of 9,252,073 shares of Common Stock). The Common Stock, Series A Preferred Stock and Series B Preferred Stock of the Disappearing Corporation (each voting on an as converted to Common Stock basis) are entitled to vote on the Plan as a single class. In addition, each of the Series A Preferred Stock and the Series B Preferred Stock of the

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Disappearing Corporation are entitled to vote on the Plan as separate classes. The number of shares of capital stock of the Surviving Corporation entitled to vote on the Plan was 2,757,200 shares of Common Stock.

SIXTH: 6,595,000 shares of Common Stock of the Disappearing Corporation, 9,000,000 shares of Series A Preferred Stock of the Disappearing Corporation (voting on an as converted basis into an aggregate of 9,000,000 shares of Common Stock) and 8,000,000 shares of Series B Preferred Stock of the Disappearing Corporation (voting on an as converted basis into an aggregate of 9,252,073 shares of Common Stock), voting together as a single class, voted for the Plan. No shares of such combined class voted against the Plan. 9,000,000 shares of Series A Preferred Stock of Disappearing Corporation, voting as a separate class, voted for the Plan and no shares of such class of Series A Preferred Stock of the Disappearing Corporation voted against the Plan. 8,000,000 shares of Series B Preferred Stock of the Disappearing Corporation, voting as a separate class, voted for the Plan and no shares of such class of Series B Preferred Stock voted against the Plan. 1,119,702 shares of Common Stock of the Surviving Corporation voted for the Plan and 460,655 shares of Common Stock of the Surviving Corporation voted against the Plan.

SEVENTH: The Merger herein provided for shall be effective upon filing of this Certificate of Merger.

IN WITNESS WHEREOF, the undersigned has signed this certificate on the 31st day of January, 2002, and affirms the statements made herein as true under the penalties of perjury.

ISPSOFT INC.
(a New Jersey corporation)

By: Biny Sugla
Name: Biny Sugla
Title: Chief Executive Officer

DSET CORPORATION
(a New Jersey corporation)

By: William P. McHale, Jr.
Name: William P. McHale, Jr.
Title: President and Chief Executive Officer