

05-09-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

REC 102444008 TRADEMARKS ONLY

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

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

1. Name of conveying party(ies): MacDonald Computer Systems (a fictitious business name of MacDonald Computer Service) [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: ICI Acquisition Corp. Internal Address: 5-7-03 Street Address: 818 W. Seventh Street City: Los Angeles State: CA Zip: 90017 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 3/5/2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,227,529; 2,230,220; 2,419,448 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Olivia Goodkin, Esq. Internal Address: c/o Rutter Hobbs & Davidoff Incorporated Street Address: 1900 Avenue of the Stars, Suite 2700 City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41) \$ 90.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature: Olivia Goodkin, Esq. Signature: Olivia Goodkin Date: 5/1/2003 Name of Person Signing Total number of pages including cover sheet, attachments, and document: 5

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

05/08/2003 ECDDPER 00000119 2227529 01 FC:8:21 40.00 OP 02 FC:8:22 50.00 OP

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SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 18 2003



Kevin Shelley
Secretary of State

Delaware

PAGE 1

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

The First State

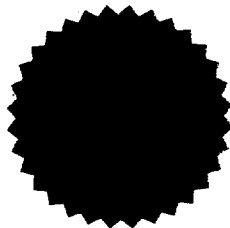
MAR 13 2003

KEVIN SHELLEY
Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MACDONALD COMPUTER SERVICE", A CALIFORNIA CORPORATION, WITH AND INTO "ICI ACQUISITION CORP." UNDER THE NAME OF "MACDONALD COMPUTER SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MARCH, A.D. 2003, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2296890

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DATE: 03-10-03

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**CERTIFICATE OF MERGER OF
MACDONALD COMPUTER SERVICE,
A CALIFORNIA CORPORATION,
WITH AND INTO
ICI ACQUISITION CORP.,
A DELAWARE CORPORATION**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
MacDonald Computer Service	California
ICI Acquisition Corp.	Delaware

SECOND: An Agreement and Plan of Merger between the above parties to the merger, Wrenhead, Inc., a Delaware corporation, Bruce Adamson and Arthur Schuurs has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is ICI Acquisition Corp., a Delaware corporation.

FOURTH: The certificate of incorporation of ICI Acquisition Corp., a Delaware corporation, as in effect immediately prior to the merger, shall be the certificate of incorporation of the surviving corporation, provided, however, that the first article of the certificate of incorporation of the surviving corporation shall be amended to read as follows: "The name of the corporation is MacDonald Computer Systems, Inc."

FIFTH: The executed agreement and plan of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 108 Corporate Park Drive, Suite 108, White Plains, NY 10604.

SIXTH: 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 either constituent corporation.

SEVENTH: The authorized capital stock of MacDonald Computer Service, a California corporation, immediately prior to the merger consisted of 7,500 shares of Common Stock, no par value per share.

EIGHTH: The total number of outstanding shares of MacDonald Computer Service entitled to vote on the merger was 200 shares of common stock, and the Agreement and Plan of Merger was approved by a vote of a number of shares of common stock which equaled or exceeded the vote required, and the percentage vote of Common Stock required to approve the merger was 51%.

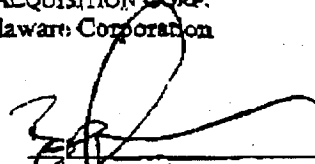
NINTH: The total number of shares of ICI Acquisition Corp. entitled to vote on the merger was 100 shares of common stock, and the Agreement and Plan of Merger was approved by a vote of a number of shares of common stock which equaled or exceeded the vote required, and the percentage vote of common stock required to approve the merger was 51%.

TENTH: All votes required of the shareholders of the parent corporation of ICI Acquisition Corp. in connection with the issuance of equity securities of the parent corporation in the merger have been obtained.

IN WITNESS WHEREOF, ICI Acquisition Corp., a Delaware corporation, has caused this Certificate of Merger to be executed by its President this 7th day of March, 2003.

ICI ACQUISITION CORP.
a Delaware Corporation

By:



Bryan Murphy, President

