

12/12/03

12-30-2003

Form PTO-1594

(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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

102635068

Tab settings ⇨ ⇨ ⇨

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

1. Name of conveying party(ies):
Affiliated Computer Systems Commercial Services Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Effective as of December 31, 1991

2. Name and address of receiving party(ies)
Name: Affiliated Computer Services, Inc.
Internal Address: _____
Address: _____

Street Address: 2828 N. Haskell

City: Dallas State: TX Zip: 75204

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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)
B. Trademark Registration No.(s)
1,367,458

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carl C. Butzer, Esq.
Internal Address: Jackson Walker L.L.P.
Street Address: 901 Main Street, Suite 6000
City: Dallas State: TX Zip: 75202

DO NOT USE THIS SPACE

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.

A. Jeffrey Smith A. Jeffrey Smith 12-2-03
Name of Person Signing Signature Date

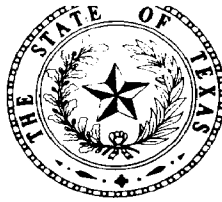
Total number of pages including cover sheet, attachments, and document: 10

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

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The State of Texas
Secretary of State

CERTIFICATE OF MERGER

AFFILIATED COMPUTER SERVICES, INC.

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF MERGER OF

AFFILIATED COMPUTER SYSTEMS COMMERCIAL SERVICES, INC.
A TEXAS CORPORATION

AFFILIATED COMPUTER SYSTEMS FINANCIAL SERVICES, INC.
A TEXAS CORPORATION

AFFILIATED COMPUTER SYSTEMS COMPUTE UTILITY, INC.
A TEXAS CORPORATION

WITH

AFFILIATED COMPUTER SERVICES, INC.
A DELAWARE CORPORATION

DULY SIGNED PURSUANT TO THE PROVISIONS OF THE TEXAS BUSINESS CORPORATION ACT, HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF MERGER AND ATTACHES HERETO A COPY OF THE ARTICLES OF MERGER.

DATED DEC. 31, 1991

EFFECTIVE DATE DEC. 31, 1991



John Hannah Jr
Secretary of State

DEC 31 1991

CERTIFICATE AND ARTICLES OF MERGER
OF
AFFILIATED COMPUTER SYSTEMS COMMERCIAL SERVICES, INC. Corporations Section
AFFILIATED COMPUTER SYSTEMS FINANCIAL SERVICES, INC.
AND
AFFILIATED COMPUTER SYSTEMS COMPUTE UTILITY, INC.
WITH AND INTO
AFFILIATED COMPUTER SERVICES, INC.

Under Section 252 of the General Corporation
Law of the State of Delaware and Article 5.04
of the Texas Business Corporation Act

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act ("TBCA") and Section 252 of the General Corporation Law of the State of Delaware ("DGCL"), Affiliated Computer Services, Inc. ("ACS"), Affiliated Computer Systems Commercial Services, Inc. ("ACSCS"), Affiliated Computer Systems Financial Services, Inc. ("ACSFS") and Affiliated Computer Systems Compute Utility, Inc. ("ACSCU") adopt the following Articles of Merger for the purpose of effecting the merger of ACSCS, ACSFS and ACSCU with and into ACS (the "Merger") in accordance with the provisions of Article 5.01 of the TBCA and Section 252 of the DGCL. ACS, ACSCS, ACSFS and ACSCU are referred to herein collectively as the "Constituent Corporations."

1. The name of each of the Constituent Corporations, and the states under the laws of which such corporations are respectively organized, are as follows:

<u>Name of Corporation</u>	<u>State</u>
Affiliated Computer Services, Inc.	Delaware
Affiliated Computer Systems Commercial Services, Inc.	Texas
Affiliated Computer Systems Financial Services, Inc.	Texas
Affiliated Computer Systems Compute Utility, Inc.	Texas

2. A Plan of Merger, a copy of which is attached hereto as Exhibit A and is incorporated herein by this reference (the "Plan of Merger"), was approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Article 5.04 of the TBCA and Section 252 of the DGCL.

3. The name of the surviving corporation in the Merger is Affiliated Computer Services, Inc.

4. The Certificate of Incorporation of Affiliated Computer Services, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.

5. As to each of the Constituent Corporations, the number of shares outstanding, and the designation and the number of outstanding shares of each such class or series of stock of such corporation entitled to vote as a class on the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class of Series</u>	<u>Number of Shares</u>
Affiliated Computer Services, Inc.	900,000	Common Stock	900,000
Affiliated Computer Systems Commercial Services, Inc.	900,000	Common Stock	900,000
	10,000	Series A Cumulative Redeemable Preferred Stock	10,000
Affiliated Computer Systems Financial Services, Inc.	3,375	Series B Cumulative Redeemable Preferred Stock	3,375
	900,000	Common Stock	900,000
Affiliated Computer Systems Compute Utility, Inc.	1,000	Series A Cumulative Redeemable Preferred Stock	1,000
	900,000	Common Stock	900,000

6. As to each of the Constituent Corporations, the number of shares voted for and against the Plan of Merger, respectively, and, with respect to the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Affiliated Computer Services, Inc.	900,000	-0-	Common Stock	900,000	-0-
Affiliated Computer Systems Commercial Services, Inc.	900,000	-0-	Common Stock	900,000	-0-
	10,000	-0-	Series A Cumulative Redeemable Preferred Stock	10,000	-0-
	3,375	-0-	Series B Cumulative Redeemable Preferred Stock	3,375	-0-
Affiliated Computer Financial Services, Inc.	900,000		Common Stock	900,000	-0-
	1,000		Series A Cumulative Redeemable Preferred Stock	1,000	-0-
Affiliated Computer Systems Compute Utility, Inc.	900,000	-0-	Common Stock	900,000	-0-

7. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each corporation that is a party to the Plan of Merger was incorporated and by its constituent documents.

8. A copy of the Plan of Merger will be furnished by Affiliated Computer Systems Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

9. The Merger shall be effective as of 11:59 p.m. on December 31, 1991.

Dated: December 31, 1991.

ATTESTED:

William L. Deckelman, Jr.
William L. Deckelman, Jr.,
Secretary

AFFILIATED COMPUTER SERVICES, INC.

By: Charles M. Young, Jr.
Name: Charles M. Young, Jr.
Title: President

ATTESTED:

William L. Deckelman, Jr.
William L. Deckelman, Jr.,
Secretary

AFFILIATED COMPUTER SYSTEMS
COMMERCIAL SERVICES, INC.

By: John E. Gates
Name: John E. Gates
Title: President

ATTESTED:

William L. Deckelman, Jr.
William L. Deckelman, Jr.,
Secretary

AFFILIATED COMPUTER SYSTEMS
FINANCIAL SERVICES, INC.

By: Thomas M. Rouse
Name: Thomas M. Rouse
Title: President

ATTESTED:

William L. Deckelman, Jr.
William L. Deckelman, Jr.,
Secretary

AFFILIATED COMPUTER SYSTEMS
COMPUTE UTILITY, INC.

By: M. W. Hill
Name: M. W. Hill
Title: President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger of Affiliated Computer Services, Inc., a Delaware corporation ("ACS"), Affiliated Computer Systems Commercial Services, Inc., a Texas corporation ("ACSCS"), Affiliated Computer Systems Financial Services, Inc., a Texas corporation ("ACSFS"), and Affiliated Computer Systems Compute Utility, Inc., a Texas corporation ("ACSCU"), is dated as of the 31 day of December, 1991. ACS, ACSCS, ACSFS and ACSCU are referred to herein collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Board of Directors of each of ACS, ACSCS and ACSCU has determined it to be in the best interest of each of the Constituent Corporations to merge ACSCS, ACSFS and ACSCU with and into the ACS;

NOW, THEREFORE, ACS, ACSCS, ACSFS and ACSCU agree as follows:

Section 1. The Merger. Subject to the terms hereof, at the Effective Time (as hereinafter defined), ACSCS, ACSFS and ACSCU shall be merged with and into ACS (the "Merger") in accordance with this Plan of Merger, the Delaware General Corporation Law ("DGCL") and the Texas Business Corporation Act ("TCBA").

Section 2. The Effective Time. Certificate and Articles of Merger shall be prepared and filed in accordance with the DGCL and the TCBA and the Merger shall be effective as of 11:59 p.m. on December 31, 1991 (the "Effective Time").

Section 3. Surviving Corporation. ACS shall be the surviving corporation in the Merger and the Certificate of Incorporation and By-Laws of ACS shall be the certificate of incorporation and by-laws of the surviving corporation. As of the Effective Time, the separate existence of each of ACSCS, ACSFS and ACSCU shall cease.

Section 4. Assumption of Rights and Liabilities. As of the Effective Time, ACS, as the surviving corporation in the Merger, shall possess all of the rights, privileges, powers and

authorities, and be subject to all restrictions, liabilities, obligations and duties of each of the Constituent Corporations, and all of the assets, property, debts or other obligations belonging or due to the Constituent Corporations shall be thereafter as effectually the property of ACS as they were of ACS, ACSCS, ACSFS and ACSCU. In addition, all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired and ACS shall be liable for the obligations of each of the Constituent Corporations.

Section 5. Conversion of Shares. (a) At the Effective Time, each share of Series A Cumulative Redeemable Preferred Stock, par value \$200.00 per share, of ACSCS ("Series A Stock") that is issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into the right to receive, in cash, \$200.00 per share of Series A Stock plus an additional amount, in cash, equal to the accrued and unpaid dividends on each such share as of the Effective Time.

(b) At the Effective Time, each share of Series B Cumulative Redeemable Preferred Stock, par value \$200.00 per share, of ACSCS ("Series B Stock") that is issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into the right to receive, in cash, \$200.00 per share of Series B Stock plus an additional amount, in cash, equal to the accrued and unpaid dividends on each such share as of the Effective Time.

(c) At the Effective Time, each share of Series A Cumulative Redeemable Preferred Stock, par value \$1.00 per share, of ACSFS that is issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into one fully paid and nonassessable share of Series A Cumulative Redeemable Preferred Stock, par value \$1.00 per share, of ACS.

(d) At the Effective Time, all shares of Common Stock, par value \$.01 per share, of ACSCS that are issued and outstanding or held by ACSCS as treasury shares, in either case, immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled and retired and no securities or cash shall be issued or paid with respect thereto pursuant to the Merger.

(e) At the Effective Time, all shares of Common Stock, par value \$.01 per share, of ACSFS that are issued and outstanding or held by ACSFS as treasury shares, in either case, immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled and retired and no securities or cash shall be issued or paid with respect thereto pursuant to the Merger.

(f) At the Effective Time, all shares of Common Stock, par value \$.01 per share, of ACSCU that are issued and outstanding or held by ACSCU as treasury shares, in either case, immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled and retired and no securities or cash shall be issued or paid with respect thereto pursuant to the Merger.

(g) Each share of Common Stock, par value \$.01 per share, of ACS that is outstanding as of the Effective Time shall remain outstanding as Common Stock, par value \$.01 per share, of ACS and shall not be converted into any other security pursuant to the Merger.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their duly authorized officers as of the 31st day of December, 1991.

AFFILIATED COMPUTER SERVICES, INC.

ATTESTED:

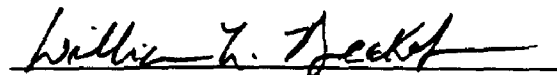

William L. Deckelman, Jr.,
Secretary

By:


Name: Charles M. Young, Jr.
Title: President

AFFILIATED COMPUTER SYSTEMS
COMMERCIAL SERVICES, INC.

ATTESTED:

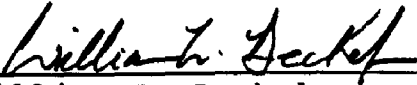

William L. Deckelman, Jr.,
Secretary

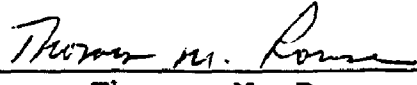
By:


Name: John E. Gates
Title: President

AFFILIATED COMPUTER SYSTEMS
FINANCIAL SERVICES, INC.

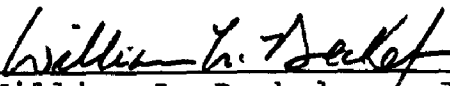
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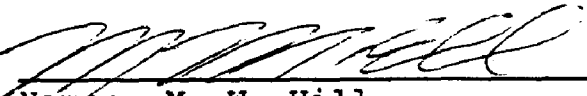

William L. Deckelman, Jr.,
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Title: President

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COMPUTE UTILITY, INC.

ATTESTED:


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Secretary

By: 
Name: M. W. Hill
Title: President