

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United Systems Integrators Corporation		11/30/2005	CORPORATION: CONNECTICUT

RECEIVING PARTY DATA

Name:	USI Companies Inc.
Street Address:	281 Tresser Blvd.
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2554657	USI

CORRESPONDENCE DATA

Fax Number: (414)297-4900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (414) 297-5581
 Email: ptomailmilwaukee@foley.com
 Correspondent Name: Mark J. Diliberti
 Address Line 1: Foley & Lardner LLP
 Address Line 2: 777 E. Wisconsin Avenue
 Address Line 4: Milwaukee, WISCONSIN 53202-5306

ATTORNEY DOCKET NUMBER:	058045-0216
NAME OF SUBMITTER:	Jill M. Schenk

CH \$40.00 2554657

Signature:

/Jill M. Schenk/

Date:

12/29/2005

Total Attachments: 3

source=usi#page1.tif

source=usi#page2.tif

source=usi#page3.tif

Delaware

PAGE 1

The First State

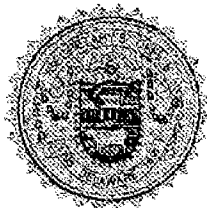
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UNITED SYSTEMS INTEGRATORS CORPORATION", A CONNECTICUT CORPORATION,

WITH AND INTO "USI COMPANIES INC." UNDER THE NAME OF "USI COMPANIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2005, AT 5:14 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.

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



3582468 8100M

051011045

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4369378

DATE: 12-14-05

TRADEMARK
REEL: 003218 FRAME: 0274

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:12 PM 12/12/2005
FILED 05:14 PM 12/12/2005
SRV 051011045 - 3582468 FILE

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**MERGING
UNITED SYSTEMS INTEGRATORS CORPORATION
INTO
USI COMPANIES INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

USI Companies Inc., a corporation incorporated on the 25th day of November, 2002, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HERBY CERTIFY that this corporation owns 100% of the capital stock of United Systems Integrators Corporation, a corporation incorporated on the 4th day of September, 1991 A.D., pursuant to the provisions of the Connecticut General Statutes, and that this corporation, by a resolution of its Board of Directors duly adopted by unanimous written consent dated the 21st day of November, 2005 A.D., determined to and did merge into itself said United Systems Integrators Corporation, which resolution is in the following words to wit:

WHEREAS, this Corporation lawfully owns 100% of the outstanding stock of United Systems Integrators Corporation, a corporation organized and existing under the laws of Connecticut, and

WHEREAS, this Corporation desires to merge into itself the said United Systems Integrators Corporation, and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

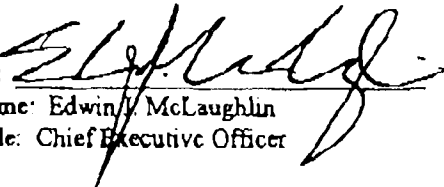
NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge into itself said United Systems Integrators Corporation and assumes all of its liabilities and obligations effective December 31, 2005 at 11:59 pm, and

FURTHER RESOLVED, that an authorized officer of this Corporation is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said United Systems Integrators Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County, and

FURTHER RESOLVED, that the officers of this Corporation be and they hereby are authorized and directed to do any and all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this certificate to be signed by an authorized officer this 30th day of November, 2005 A.D.

USI COMPANIES INC.

By: 
Name: Edwin J. McLaughlin
Title: Chief Executive Officer