

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fujitsu Computer Systems Corporation		03/30/2009	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fujitsu America, Inc.		
<b>Street Address:</b>	343 Thornall Street		
<b>City:</b>	Edison		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08837		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77549445	SAFETY CHECK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)643-6500		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-643-7000		
<b>Email:</b>	pto@sillscummis.com		
<b>Correspondent Name:</b>	Sills Cummis & Gross P.C.		
<b>Address Line 1:</b>	One Rockefeller Plaza		
<b>Address Line 2:</b>	Intellectual Property Department		
<b>Address Line 4:</b>	New York, NEW YORK 10020		
<b>ATTORNEY DOCKET NUMBER:</b>	03600052.000091		
<b>NAME OF SUBMITTER:</b>	Farhat Ali		
<b>Signature:</b>	/Farhat Ali/		

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**900153075**

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Date:

01/26/2010

**Total Attachments: 9**

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**State of California**  
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 8 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

APR 01 2009

DEBRA BOWEN  
Secretary of State

A0689719

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

APR 01 2009

**AGREEMENT  
OF MERGER  
OF  
FUJITSU CONSULTING INC.,  
FUJITSU CONSULTING HOLDINGS INC.,  
AND  
FUJITSU COMPUTER SYSTEMS CORPORATION**

This AGREEMENT OF MERGER is entered into on March 31, 2009 by Fujitsu Consulting Inc., Fujitsu Consulting Holdings Inc. and Fujitsu Computer Systems Corporation as approved by the Board of Directors of each of said constituent corporations:

1. Fujitsu Consulting Inc., a corporation incorporated in the State of Delaware, and Fujitsu Consulting Holdings Inc., a corporation incorporated in the State of Delaware, are sometimes hereinafter referred to in the singularly as a disappearing corporation, and collectively as the "disappearing corporations", shall be merged with and into Fujitsu Computer Systems Corporation, which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "surviving corporation".
2. The separate existence of each disappearing corporation shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of California and the General Corporation Law of the State of Delaware. The Agreement of Merger was approved, adopted, certified, executed, and acknowledged by each of the constituent corporations pursuant to California and Delaware laws.
3. The surviving corporation shall continue its existence under the name, Fujitsu America, Inc., pursuant to the provisions of the General Corporation Law of the State of California.
4. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Amended and Restated Articles of Incorporation of Fujitsu America, Inc., in accordance with the certificate of amendment attached as Exhibit A, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.
5. The bylaws of the surviving corporation upon the effective date of the merger shall be the bylaws of said surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.
6. The directors and officers in office of the surviving corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation. Certain mutually agreed upon officers of the disappearing corporations upon the effective date of the merger shall become officers of the surviving corporation, and shall hold their offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

**TRADEMARK**

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- 7 Each issued share of a disappearing corporation shall, upon the effective date of the merger, be cancelled without consideration. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation
8. It is intended that, for federal income tax purposes, the Merger shall constitute a reorganization under the provisions of Section 368(a)(1)(A) ("Tax-Free Reorganization") of the Internal Revenue Code of 1986, as amended
9. It has determined by the constituent corporations and their parent corporation Fujitsu North America Holdings, Inc. that it is in their best business interests to merge Fujitsu Consulting Inc. and Fujitsu Consulting Holdings Inc., whose primary business is enterprise level IT consulting services including strategic management consulting, system integration and outsourcing, and Fujitsu Computer Systems Corporation, whose primary business is providing IT services and also is a distributor of notebook computer products, Solaris and Intel-based servers and various software infrastructure products. This merger is intended to eliminate overlapping business practices among the three companies, realign the Fujitsu group's North American business structures, and enable the merged company to better resolve management, systemic, or other issues that arise in the company's operations. This merger is also intended to enhance business synergy among all Fujitsu North American operations and to strengthen the Fujitsu brand in the North American markets
10. The Agreement of Merger herein entered into and approved shall be submitted to the shareholders entitled to vote thereon of the disappearing corporation and of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware for the disappearing corporations, and of the General Corporation Law of the State of California for the surviving corporation.
11. In the event that this Agreement of Merger shall have been approved by the shareholders entitled to vote of the disappearing corporations and of the surviving corporation in the manner prescribed by the applicable law, the disappearing corporations and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the States of Delaware and of California, including but not limited to the filing in the State of Delaware of the Certificate of Merger of Domestic Corporations into Foreign Corporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger. At any time prior to the time that the aforesaid certificate of merger is filed, this Agreement of Merger may be terminated by the Board of Directors of the surviving corporation or any disappearing corporation notwithstanding any approval of this Agreement of Merger by the stockholders of all or any of the surviving corporation and the disappearing corporations.
- 12 A copy of the Agreement of Merger is on file at 1250 East Arques Avenue, Sunnyvale, California, the place of business of the surviving corporation. A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations
13. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as

determined in appraisal proceedings pursuant to provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at Fujitsu America, Inc., Agent for Service of Process CT Corporation System,

14. The Board of Directors and the proper officers of the disappearing corporations and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

15. The merger herein provided for is effective on April 1, 2009.

Signed as of March 30, 2009 by the constituent corporations:

Surviving Corporation: **Fujitsu Computer Systems Corporation**

By:   
Farhat Ali, President & CEO

By:   
Art Hovsepyan, Secretary

Disappearing Corporation: **Fujitsu Consulting Inc.**

By:   
Michael Sinneck, President & CEO

By:   
Daniel Braun, Secretary

Disappearing Corporation: **Fujitsu Consulting Holdings Inc.**

By:   
Michael Sinneck, President & CEO

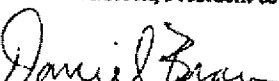
By:   
Daniel Braun, Secretary

Exhibit A:

**CERTIFICATE OF  
AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION**

Farhat Ali and Ari Hovsepyan certify that:

1. They are the President & CEO and Secretary respectively of Fujitsu Computer Systems Corporation.
2. The Articles of Incorporation of said corporation are amended and restated in their entirety to read as follows as of April 1, 2009:

**"AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR FUJITSU AMERICA, INC.**

- I. The name of this corporation is Fujitsu America, Inc.
  - II. The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.
  - III. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100,000 shares, of which 100,000 shall be common stock with a par value of \$0.001 per share amounting in the aggregate to \$100.00."
3. The foregoing amendment has been unanimously approved by the Board of Directors of said corporation.
  4. The foregoing amendment was approved by the required vote of the shareholders of said corporation in accordance with Section 902 of the California General Corporation Law; the total number of issued and outstanding shares of each class entitled to vote with respect to the foregoing amendment was 1102 common shares; and the number of shares of each class voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of common stock.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Signed as of March , 2009

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**Farhat Ali**  
President and CEO

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**Ari Hovsepyan**  
Corporate Secretary




**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

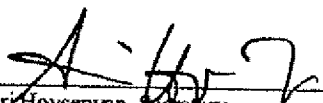
Farhat Ali and Ari Hovsepian state and certify that:

1. They are the President & CEO, and Secretary, respectively, of Fujitsu Computer Systems Corporation, a California corporation.
2. The agreement of merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 1,102.
4. The shareholder percentage vote required for the aforesaid approval was 51 percent.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Sunnyvale in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed as of March 30, 2009

  
\_\_\_\_\_  
Farhat Ali, President & CEO

  
\_\_\_\_\_  
Ari Hovsepian, Secretary

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

Michael Sinneck and Daniel Braun state and certify that:

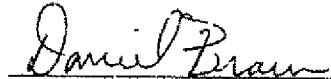
1. They are the President & CEO, and Secretary, respectively, of Fujitsu Consulting Inc., a Delaware corporation.
2. The agreement of merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 3,295.
4. The shareholder percentage vote required for the aforesaid approval was 51 percent.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the Township of Edison in the State of New Jersey, each of the undersigned does hereby declare under the penalty of perjury under the laws of the States of Delaware and of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed as of March 30, 2009



Michael Sinneck, President & CEO



Daniel Braun, Secretary

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

Michael Sinneck and Daniel Braun state and certify that:

1. They are the President & CEO, and Secretary, respectively, of **Fujitsu Consulting Holdings Inc.**, a Delaware corporation.
2. The agreement of merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation
3. There is only one class of shares and the total number of outstanding shares is 90,900,000.
4. The shareholder percentage vote required for the aforesaid approval was 51 percent.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the Township of Edison in the State of New Jersey, each of the undersigned does hereby declare under the penalty of perjury under the laws of the States of Delaware and of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed as of March 30, 2009

  
\_\_\_\_\_  
Michael Sinneck, President & CEO

  
\_\_\_\_\_  
Daniel Braun, Secretary

