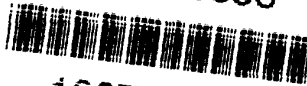


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MSB 6-5-98

Form PTO- U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner original documents or copy thereof:

1. Name of conveying party(ies):  
FMS Acquisition Corp.

Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Facility Management Systems, Inc.  
Internal Address: Suite 200  
Street Address: 444 Jacksonville Road  
City: Warminster State: PA ZIP: 18974

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

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: July 26, 1996

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_ B. Trademark registration No.(s) 1,633,007  
Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Archer & Greiner, P.C.  
Internal Address: Patricia Kane Williams, Esquire  
Street Address: One Centennial Square  
P.O. Box 3000  
City: Haddonfield State: NJ ZIP: 08033

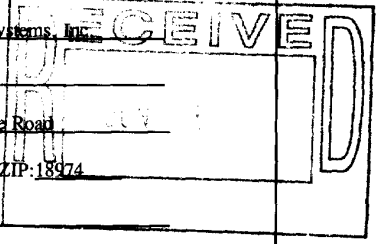
6. Total number of applications and registrations involved: [1]  
7. Total fee (37 CFR 3.41): \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number: \_\_\_\_\_  
(Attach duplicate copy of this page if paying by deposit account)

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.  
Patricia Kane Williams, Esquire Patricia Kane Williams 6/21/98  
Name of Person Signing Signature Date  
Total number of pages completing cover sheet: [7]

Do not detach this portion  
Mail documents to be recorded with required cover sheet information to:  
**Commissioner of Patents and Trademarks**  
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**Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D. C. 20503.



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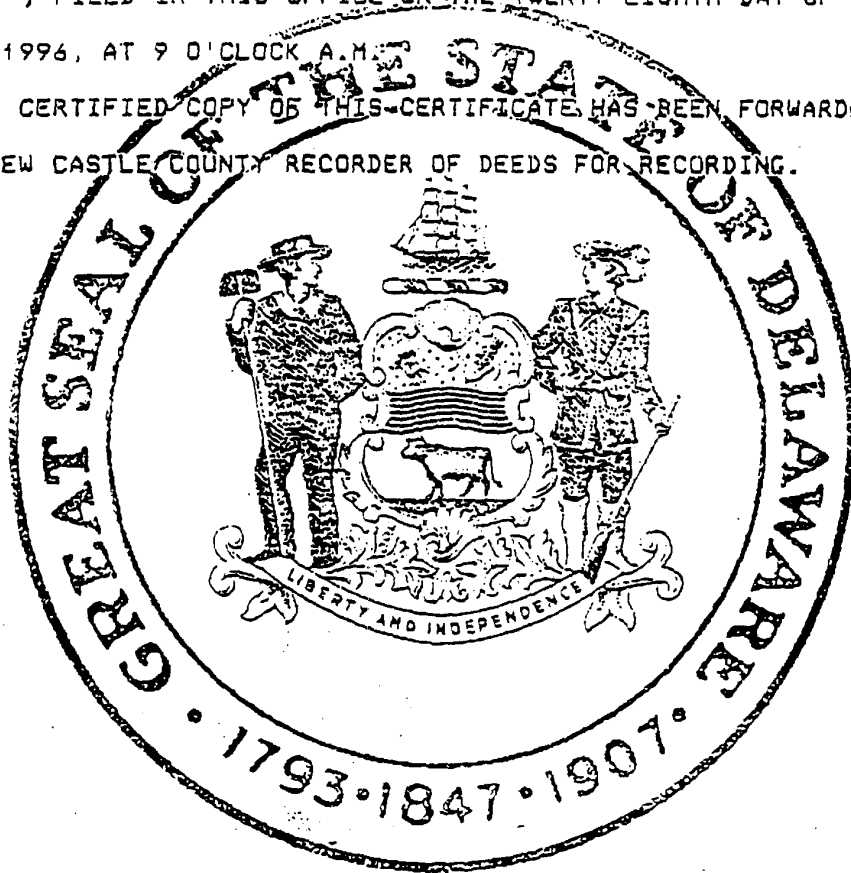
06/08/1998 JWH/TK/MS 00000115 1633007 40.00 00 01 FC:481

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "FMS ACQUISITION CORP.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State  
7963272

AUTHENTICATION:

05-29-96

DATE

TRADEMARK

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CERTIFICATE OF INCORPORATION  
OF  
FMS ACQUISITION CORP.

THE UNDERSIGNED, in order to form a corporation under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

ARTICLE I

The name of the Corporation is FMS ACQUISITION CORP.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such registered office is The Prentice-Hall Corporation System, Inc.

ARTICLE III

The Corporation is formed to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have authority to issue is 2,400 shares of common stock, without par value.

ARTICLE V

The incorporator of the Corporation is Gary L. Green, Esquire, whose mailing address is Archer & Greiner, P.C., One Centennial Square, Haddonfield, New Jersey 08033, and whose powers hereunder shall terminate upon the filing of this Certificate of Incorporation.

ARTICLE VI

The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Name

William M. Thompson  
John M. Thompson  
Louis J. Desiderio

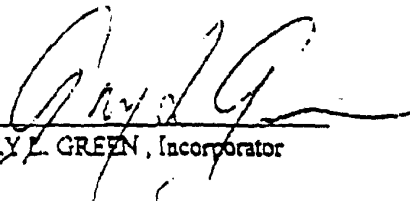
Each of the persons listed above has a mailing address of 444 Jacksonville Road, Suite 200, Warminster, PA 18974.

ARTICLE VII

A Director of the corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under §174 of Title 8 of the Delaware General Corporation Law, or (iv) for any transaction from which the Director derived an improper personal benefit. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification. The liability of a Director of the Corporation shall be further eliminated or limited to the fullest extent allowable under Delaware Law, as it may in the future be amended.



I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby make, file and record this Certificate of Incorporation, and certify that the facts herein stated are true, and accordingly, have hereto set my hand this 28th day of May, 1996.

  
GARY L. GREEN, Incorporator

49423

CERTIFICATE OF MERGER  
OF  
FACILITY MANAGEMENT SYSTEMS, INC.  
INTO  
FMS ACQUISITION CORP.

To: The Secretary of State  
State of Delaware

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned corporations hereby execute the following Certificate of Merger.

1. The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
FACILITY MANAGEMENT SYSTEMS, INC.	<i>Illinois</i>
FMS ACQUISITION CORP.	Delaware

FMS Acquisition Corp. is hereinafter designated as the "Surviving Corporation" and Facility Management Systems Inc. is hereinafter designated as the "Merging Corporation."

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 252 of the General Corporation Laws of Delaware.

3. Article **FIRST** of the Certificate of Incorporation of the Surviving Corporation shall be amended to read in its entirety as follows:

"FIRST: Name. The name of the Corporation is Facility Management Systems, Inc."

4. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation located at 444 Jacksonville Road, Suite 200, Warminster, PA 18974.

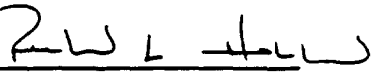
5. A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

6. The authorized capital stock of the Merging Corporation is 100.00 shares of common stock and 1.000 shares of preferred stock.

IN WITNESS WHEREOF each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by an authorized officer as of the 25th day of July 1996.

Attest:

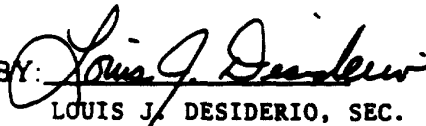
FACILITY MANAGEMENT SYSTEMS, INC.

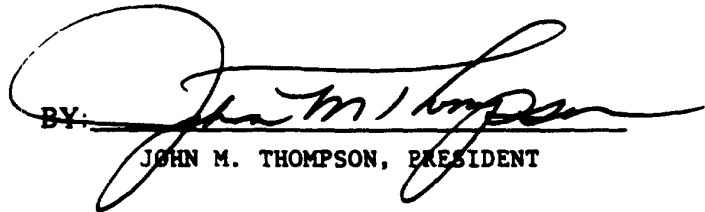
BY:   
RICHARD F. HOLLAND, ASST. SEC.

BY:   
JEFFREY P. CONEY, PRESIDENT

Attest:

FMS ACQUISITION CORP.

BY:   
LOUIS J. DESIDERIO, SEC.

BY:   
JOHN M. THOMPSON, PRESIDENT

61837

