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01-16-2001

Attorney's Case No. 2084-4

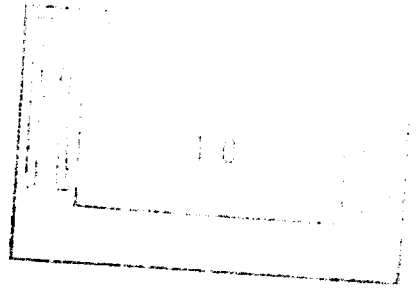


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RE 12/21/00

Box ASSIGNMENT
Assistant Commissioner for Trademarks
United States Patent and Trademark Office
Washington DC 20231



Dear Sir:

Please record the attached original document(s) or copy thereof.

1. Name of party(ies) conveying the interest: Application Consulting Group, Inc.

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

Additional names of conveying party(ies) attached?

Yes No

2. Name and address of party(ies) receiving the interest:

1862 131

Plus Integration Supply Chain Solutions, Inc.
121 Headquarters Plaza
Morristown, New Jersey 07960

- Individual(s): Citizenship
Association
X Corporation - State DE
Other
General Partnership
Limited Partnership

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) and address(es) attached?

Yes No

10/18/2000 NTHAI1 00000002 1862131
01 FC:481 40.00 DP
02 FC:482 21018.1 50.00 DP

Refund Ref: 0000098608
10/18/2000 NTHAI1
CHECK Refund Total: \$30.00

**3. Nature of conveyance:**

- Assignment  
 Merger  
 Security Agreement  
 Change of Name  
 Other \_\_\_\_\_

Execution Date: May 18, 2000


**4. Application number(s) or registration number(s):****A. Trademark Application No(s).****B. Trademark Registration No(s).** 1,862,131  
2,112,211  
2,112,210Additional numbers attached?  Yes  No**5. Name and address of party to whom correspondence concerning document should be mailed:**

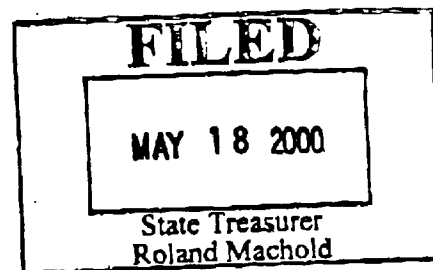
Kent L. Schwarz, Esq.  
c/o Graham, Curtin & Sheridan, P.A.  
4 Headquarters Plaza, P.O. 1991  
Morristown, NJ 07962

**6. Total number of applications and registrations involved: 3****7. Total fee (37 CFR 3.41) enclosed: \$90****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.

Date: 12/5/00

  
\_\_\_\_\_  
Kent L. Schwarz



**CERTIFICATE OF MERGER  
OF  
APPLICATION CONSULTING GROUP, INC.  
INTO  
PLUS INTEGRATION SUPPLY CHAIN SOLUTIONS, INC.**

Pursuant to the provisions of Sections 14A:10-4.1 and 14A:10-7 of the New Jersey Business Corporation Act ("NJBCA") and of the Delaware General Corporation Law ("DGCL"), the undersigned corporations, Application Consulting Group, Inc, a New Jersey corporation and Plus Integration Supply Chain Solutions, Inc, a Delaware corporation (collectively, the Constituent Corporations"), adopt the following Certificate of Merger for the purpose of merging Application Consulting Group, Inc. with and into Plus Integration Supply Chain Solutions, Inc.

**FIRST:** The name of the surviving corporation is Plus Integration Supply Chain Solutions, Inc. (hereinafter, the "Surviving Corporation") and the name of the merging corporation is Application Consulting Group, Inc. (hereinafter the "Merged Corporation").

**SECOND:** The Plan of Merger setting forth the terms and conditions of the merger is attached to this Certificate as Exhibit A as referenced by NJBCA Section 14A:10-4.1(b).

**THIRD:** An Agreement of Merger setting forth the terms and conditions required by DGCL Section 252 was approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Subsection (c) of DGCL Section 252.

**FOURTH:** The shareholders of the Merged Corporation approved the Plan of Merger on May 17, 2000.

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**FIFTH:** The number of authorized shares of capital stock of the Merged Corporation is 2,750,000 consisting of 2,500,000 shares of Common Stock, no par value, and 250,000 shares of Class B Non-Voting Common Stock, of which 1,375,000 shares of Common Stock are issued and outstanding. No shares of Class B Non-Voting Common Stock are issued or outstanding. The number of outstanding shares of each class and series of shares of the Merged Corporation entitled to vote on the Plan of Merger is 1,375,000 shares of Common Stock. The number of shares voting for the Plan of Merger by the shareholders of the Merged Corporation is 1,375,000. The number of shares voting against the Plan of Merger by the Shareholders of the Merged Corporation is 0.

**SIXTH:** The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

**SEVENTH:** A copy of the Plan of Merger is on file at the office of the Surviving Corporation located at 200 Broadacres Drive, Bloomfield, New Jersey 07003 and will be furnished by the Surviving Corporation, on written request and without cost, to any shareholder of any constituent corporation.

**EIGHTH:** the Merger will have complied with all action required by the applicable provisions of the laws of the state of incorporation of the Surviving Corporation upon compliance with the filing and recording requirements of such jurisdiction.

**NINTH:** The Surviving Corporation hereby agrees (i) that it will promptly pay to the dissenting shareholders of the Merged Corporation the amount, if any, to which they shall be entitled under the provisions of the NJBCA with respect to the rights of dissenting shareholders, and (ii) that it may be served with process in the State of New Jersey in any proceeding for enforcement of any obligation of any constituent corporation previously amenable to suit in the State of New Jersey, as well as for the enforcement of the right of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 14A:11-1 et. seq. of the NJBCA. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such suit or other proceeding and such process shall be mailed by the Secretary of State of the State of New Jersey to the Surviving corporation at 200 Broadacres Drive, Bloomfield, NJ 07003.

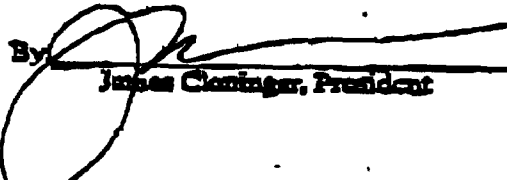
MAY-18-2000 11:37 BAER MARKS & UPHAM LLP

TENTH: The Merger of the Constituent Corporations shall be effective as of the date of the filing of this Certificate.

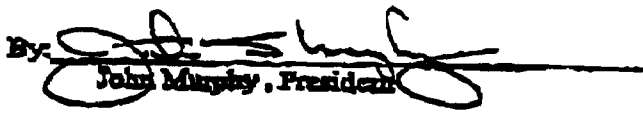
IN WITNESS WHEREOF, each of the undersigned Constituent Corporations

have caused this Certificate of Merger to be executed as of the 18th day of May, 2000.

APPLICATION CONSULTING GROUP, INC.  
a New Jersey corporation

By:   
James Cloninger, President

PLUS INTEGRATION SUPPLY  
CHAIN SOLUTIONS, INC.  
a Delaware corporation

By:   
John Murphy, President

05/18/00

3

5:17 P.M.

BAER MARKS & UPHAM LLP  
675 2ND FLOOR NEW YORK, NY 10037  
18/00 '00 DOW 08:11 [TZ/RI NR 8844] 0006  
05/18/00 THU 11:13 [TZ/RI NO 6849]



**UNITED STATES DEPARTMENT OF COMMERCE**

**Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER

OF PATENTS AND TRADEMARKS

Washington, D.C. 20231

DECEMBER 11, 2000

PTAS

GRAHAM, CURTIN & SHERIDAN, P.A.

KENT L. SCHWARZ, ESQ.

4 HEADQUARTERS PLAZA

P.O. BOX 1991

MORRISTOWN, NEW JERSEY 07962



\*101491610A\*

UNITED STATES PATENT AND TRADEMARK OFFICE  
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 101491610

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. THE NAME AND ADDRESS OF THE RECEIVING PARTY(S) MUST BE INDICATED ON THE COVER SHEET.

ALLYSON PURNELL, EXAMINER  
ASSIGNMENT DIVISION  
OFFICE OF PUBLIC RECORDS

RECORDED: 12/21/2000

TRADEMARK  
REEL: 002212 FRAME: 0309