IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

<table>
<thead>
<tr>
<th>Assignor:</th>
<th>The Arbitron Company</th>
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<tbody>
<tr>
<td>Assignee:</td>
<td>Ceridian Corporation</td>
</tr>
<tr>
<td>Patent Nos.:</td>
<td>5,436,653 5,612,729 5,572,246</td>
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<td>5,764,763</td>
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Box Assignment
Assistant Commissioner for Patents
Washington, DC 20231

**Merger Recordation Form Cover Sheet**

Dear Sir:

Please record the attached original document.

1. **Name of conveying party(ies).** The Arbitron Company.

2. **Name and Address of Receiving Party.** Ceridian Corporation, a Corporation organized and existing under the laws of the state of Delaware, located at 9705 Patuxent Woods Drive, Columbia, Maryland 21046

3. **Nature of Conveyance:** Merger. **Execution Date:** June 23, 1994

4. **Name and Address of Party to Whom Correspondence Concerning Document should be mailed.**

Eugene L. Flanagan, Registration No. 27, 634
Attorney for Assignee
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

**Mailing Certificate:** I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to: Box Assignment; Commissioner of Patents and Trademarks; Washington, DC 20231.

October 18, 2000

Danielle B. Dominici
State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, 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:

"THE ARBITRON COMPANY", A MARYLAND CORPORATION,

WITH AND INTO "CERIDIAN CORPORATION" UNDER THE NAME OF
"CERIDIAN CORPORATION"; A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 1894, AT 2 O'CLOCK P.M.

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

William T. Quillen, Secretary of State

0031910 8100M
944116223

AUTHENTICATION: 7161670
DATE: 06-24-94
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
THE ARBITRON COMPANY
WITH AND INTO
CERIDIAN CORPORATION

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware
and Section 3-106 of the General Corporation Law of Maryland

Ceridian Corporation, a Delaware Corporation (the "Company"), does hereby certify to the
following facts relating to the merger (the "Merger") of The Arbitron Company, a Maryland corporation
(the "Subsidiary"), with and into the Company, with the Company remaining as the surviving
corporation (the "Surviving Corporation"):  

FIRST: The Company is incorporated pursuant to the General Corporation Law of the
State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the General Corporation
Law of the State of Maryland ("MGCL").

SECOND: The Company owns all of the outstanding shares of each class of capital stock of
the Subsidiary.

THIRD: The Executive Committee of the Board of Directors of the Company, pursuant to
everse authority conferred upon it by the Bylaws of the Company, by the following resolutions duly
adopted on June 20, 1994, determined to merge the Subsidiary with and into the Company pursuant to
Section 253 of the DGCL and Section 3-106 of the MGCL:

WHEREAS, Ceridian Corporation, a Delaware corporation (the "Company"), owns all
of the outstanding shares of the common stock of The Arbitron Company ("Subsidiary"), a
stock corporation which is organized under the laws of the State of Maryland and which has
only one class of capital stock;

WHEREAS, the Executive Committee of the Board of Directors of the Company is
expressly authorized by Article IV of the Bylaws of the Company to approve and adopt a
certificate of ownership and merger on behalf of the Company pursuant to Section 253 of the
Delaware General Corporation Law; and

WHEREAS, the Executive Committee of the Board of Directors of the Company has
deemed it advisable that the Subsidiary be merged with and into the Company pursuant to
Section 253 of the Delaware General Corporation Law and Section 3-106 of the Maryland
General Corporation Law;
THEREFORE, be it

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger") and that all of its property, rights, privileges and other assets be transferred to, and all of its obligations be assumed by, the Company;

FURTHER RESOLVED, that the Secretary and any Assistant Secretary of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a Certificate of Ownership and Merger and Articles of Merger for the purpose of effecting the Merger and to file the same in the offices of the Secretary of State of Delaware and the Maryland Department of Assessments and Taxation, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger;

FURTHER RESOLVED, that the Merger shall become effective at 5:00 p.m., Central Daylight Time, on June 30, 1994; and

FURTHER RESOLVED, that all actions taken to date by the officers of the Company that are consistent with the purpose and intent of the foregoing resolutions are hereby in all respects authorized, approved, ratified and confirmed.

FOURTH: The Restated Certificate of Incorporation of the Company, as in effect immediately prior to the effective time of the Merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The Surviving Corporation shall be Ceridian Corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized Vice President and Secretary and attested by its Assistant Secretary this 23rd day of June, 1994.

CERIDIAN CORPORATION

[Signature]
John A. Haveman
Vice President and Secretary

Attest:

[Signature]
Steven J. Olsen
Assistant Secretary

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