

08-20-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 1-22-02

Renaissance Government Solutions, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 18, 2000

2. Name and address of receiving party(ies)

Name: GovConnect, Inc.

Internal

Address:

Street Address: 11311 Cornell Park Drive, Suite 300

City: Cincinnati State: OH Zip: 45242

- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2528789

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elisabeth A. Langworthy, Esq.

Internal Address: Sutherland Asbill & Brennan LLP

Street Address: 1275 Pennsylvania Avenue, N.W.

City: Washington State: DC Zip: 20004-2415

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:

19-5029

(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.

Elisabeth A. Langworthy

Signature

July, 2002 Date

08/19/2002 DBYRNE

Name of Person Signing

01 FC:481

40.00 DP

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002565 FRAME: 0662

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GOVCONNECT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2000, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "RENAISSANCE GOVERNMENT SOLUTIONS, INC." TO "GOVCONNECT, INC.", FILED THE SEVENTH DAY OF AUGUST, A.D. 2000, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



2958441 8100H  
001461148

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0671732

DATE: 09-13-00

(1/10)

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AUG-07-2000 15:26

ROPES &amp; GRAY

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:30 PM 08/07/2000  
001398170 - 2958441

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RENAISSANCE GOVERNMENT SOLUTIONS, INC.**

Renaissance Government Solutions, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That the Board of Directors of said corporation by written consent, adopted the following resolutions:

**RESOLVED:** That the Board of Directors hereby declares it advisable and in the best interest of the Corporation that Article 1 of the Certificate of Incorporation be amended to read in its entirety as follows:

"1. The name of the Corporation is GovConnect, Inc."

**RESOLVED:** That the Board of Directors hereby declares it advisable and in the best interest of the Corporation that Article 4 of the Certificate of Incorporation be amended to read in its entirety as follows:

"4. That the total number of shares of stock that this corporation shall have authority to issue is 99,000,000 of Common Stock at \$.01 per. The holders of the Common Stock shall have and possess all powers and voting and other rights pertaining to the stock of this corporation and each share of Common Stock shall be entitled to one vote."

**SECOND:** That the said amendments have been consented to and authorized by the sole stockholder of all the issued and outstanding stock entitled to vote thereon by written consent given in accordance with provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

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ROPES & GRAY

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IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by G. Drew Conway, its President.

EXECUTED this 18<sup>th</sup> day of July, 2000.

  
 G. Drew Conway  
 President

CERT OF AMEND.DOC

(10/10)

TOTAL P. 03

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ROPES & GRAY

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 07/26/2000  
001382427 - 2956441

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**GovConnect, Inc.**

**INTO**

**Renaissance Government Solutions, Inc.**

\*\*\*\*\*

Renaissance Government Solutions, Inc., a corporation organized and existing under the laws of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 23<sup>rd</sup> day of October, 1998 pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares (of each class) of the stock of GovConnect, Inc. a corporation incorporated on the 20th day of January, 2000, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 18th day of July, 2000, determined to merge into itself said GovConnect, Inc.:

**RESOLVED,** that Renaissance Government Solutions, Inc. merge, and it hereby does merge into itself GovConnect, Inc. and assumes all of its obligations;

and

**FURTHER RESOLVED,** that the merger shall be effective upon filing with the Secretary of State of Delaware.

**FURTHER RESOLVED,** that the merger shall be effective on the 18th day of July, 2000.

**FURTHER RESOLVED,** that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said GovConnect, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to

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JUL-26-2000 12:21

ROPES & GRAY

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cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors Renaissance Government Solutions, Inc. at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said Renaissance Government Solutions, Inc. has caused this Certificate to be signed by G. Drew Conway, its President, this 18th day of July 2000.

Renaissance Government Solutions, Inc.

By   
G. Drew Conway  
President

(8/10)

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/23/1998  
981498366 - 2958441

CERTIFICATE OF MERGER  
OF  
FICKE AND ASSOCIATES, INC.  
AND  
ELIGIBILITY MANAGEMENT SYSTEMS, INC.  
AND  
RENAISSANCE GOVERNMENT SOLUTIONS, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
  - (i) Ficke and Associates, Inc. which is incorporated under the laws of the State of Ohio.
  - (ii) Eligibility Management Systems, Inc., which is incorporated under the laws of the State of Florida; and
  - (iii) Renaissance Government Solutions, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Ficke and Associates, Inc. in accordance with the laws of the state of its incorporation, by Eligibility Management Systems, Inc. in accordance with the laws of the State of its incorporation and by Renaissance Government Solutions, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Renaissance Government Solutions, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Renaissance Government Solutions, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

(5/10)

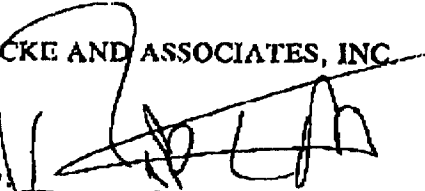
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the office of the aforesaid surviving corporation, the address of which is as follows: 189 Wells Avenue, Newton, Massachusetts 02159.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

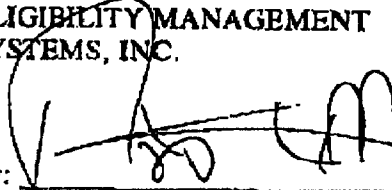
7. The authorized capital stock of Ficke and Associates, Inc. consists of 1,000 shares of Common Stock, No Par Value.

The authorized capital stock of Eligibility Management Systems, Inc. consists of 30 shares of Common Stock, \$1.00 par value each.

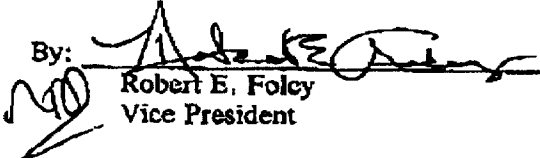
Dated: December 22, 1998

FICKE AND ASSOCIATES, INC.  
By:   
Richard L. Bugley  
Vice President

Dated: December 22, 1998

ELIGIBILITY MANAGEMENT SYSTEMS, INC.  
By:   
Richard L. Bugley  
Vice President

Dated: December 22, 1998

RENAISSANCE GOVERNMENT SOLUTIONS, INC.  
By:   
Robert E. Foley  
Vice President

(6/10)



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/23/1998  
981409608 - 2958441

**CERTIFICATE OF INCORPORATION**

of

**RENAISSANCE GOVERNMENT SOLUTIONS, INC.**

1. The name of this corporation is Renaissance Government Solutions, Inc.
2. The registered office of this corporation in the State of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
3. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of stock that this corporation shall have authority to issue is 3,000 shares of Common Stock, \$.01 par value per share. Each share of Common Stock shall be entitled to one vote.
5. The name and mailing address of the incorporator is Travis M. Rhodes, Roper & Gray, One International Place, Boston, Massachusetts 02110-2624.
6. Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.
7. The election of directors need not be by written ballot unless the by-laws shall so require.
8. In furtherance and not in limitation of the power conferred upon the board of directors by law, the board of directors shall have power to make, adopt, alter, amend and repeal from time to time by-laws of this corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the board of directors.

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9. A director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability is determined. No amendment or repeal of this paragraph 9 shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

10. This corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of this corporation or while a director or officer is or was serving at the request of this corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require this corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph 10 shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph 10 shall not adversely affect any right or protection of a director or officer of this corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

11. The books of this corporation may (subject to any statutory requirements) be kept outside the State of Delaware as may be designated by the board of directors or in the by-laws of this corporation.

12. If at any time this corporation shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

TOTAL P. 04

**THE UNDERSIGNED, the sole incorporator named above, hereby certifies that the facts stated above are true as of this 23rd day of October, 1998.**

  
**Travis M. Rhodes**  
**Sole Incorporator**

(4/10)