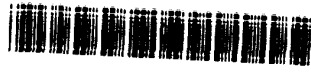


06-05-1998

Tab settings 1 2 3 4
To the Honorable Commissioner of Patents and Tr



ial documents or copy thereof.

100728666

1. Name of conveying party(ies):
EROLS INTERNET, INC. *MEO 5-18-98*

2. Name and address of receiving party(ies)
Name: ENET HOLDING, INC.

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

Internal Address: _____
Street Address: 105 Carnegie Center
City: Princeton State: NJ ZIP: 08540-6215

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- 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

Execution Date: February 20, 1998

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

A. Trademark Application No.(s)

See attached Schedule A

B. Trademark Registration No.(s)

N/A

Additional numbers attached? Yes No

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

Name: Glenn A. Gundersen

Internal Address: Dechert Price & Rhoads

4000 Bell Atlantic Tower

Street Address: 1717 Arch Street

City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

- Enclosed
- Authorized to be charged to deposit account and any underpayment

8. Deposit account number:
04-0475

(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.

GLENN A. GUNDERSEN

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and documents: 5

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

TRADEMARK

REEL: 1735 FRAME 533

00000167 040475 7 001082 40.00 CH 225.00 CH

SCHEDULE A

ENET HOLDING, INC.

<u>Mark</u>	<u>Serial No.</u>	<u>App. Date</u>
EROL'S (stylized)	75/121,082	June 18, 1996
EROL'S (stylized)	75/121,081	June 18, 1996
EROLS.COM	75/121,083	June 18, 1996
EROL'S INTERNET	75/121,079	June 18, 1996
EROLS INTERNET and Design	75/348,522	Aug. 28, 1997
GLOBAL TRADER	75/358,228	Sept. 17, 1997
THE FASTEST WAY TO THE WORLD	75/345,154	Aug. 22, 1997
WEB WHILE YOU WAIT	75/137,814	June 24, 1997
WWW.EROLS.COM EROL'S and Design	75/121,080	June 18, 1996
WWW.EROLS.COM EROL'S and Design	75/121,078	June 18, 1996

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 MERGER, WHICH MERGES:

"EROLS INTERNET, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ENET HOLDING, INC." UNDER THE NAME OF "ENET HOLDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF FEBRUARY, A.D. 1998, AT 9 O'CLOCK A.M.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2844516 8100M

981066248

AUTHENTICATION: 8930980

DATE: 02-20-98

**CERTIFICATE OF MERGER
OF
EROLS INTERNET, INC.
INTO
ENET HOLDING, INC.**

Pursuant to Section 251 of the
General Corporation Law of the State of Delaware

ENET Holding, Inc., a Delaware corporation, hereby certifies as follows:

FIRST: The names of the constituent corporations are "ENET Holding, Inc." and "Erols Internet, Inc.". Each constituent corporation is incorporated under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger dated as of January 21, 1998 has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation (the "Surviving Corporation") is "ENET Holding, Inc.".

FOURTH: The Certificate of Incorporation of ENET Holding, Inc. as in effect at the date of the merger shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: An executed copy of the Agreement and Plan of Merger is on file at the office of the Surviving Corporation located at 105 Carnegie Center, Princeton, NJ 08540-6215, and a copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

SIXTH: The merger shall be effective upon filing of this Certificate of Merger on February 20, 1998.

(NY) 17014005/CLOSING/enc.wpd

IN WITNESS WHEREOF, ENET Holding, Inc. has caused this Certificate of Merger to be executed in its corporate name by its duly authorized officer this 20th day of February, 1998.

ENET HOLDING, INC.

By: 
Name: Mark Haverkate
Title: Executive Vice President

D

LAW OFFICES OF

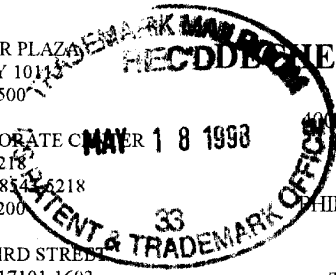
30 ROCKEFELLER PLAZA
NEW YORK, NY 10113
(212) 698-3500

PRINCETON PIKE CORPORATE CENTER
P.O. BOX 5218
PRINCETON, NJ 08542-5218
(609) 520-3200

THIRTY NORTH THIRD STREET
HARRISBURG, PA 17101-1603
(717) 237-2000

TEN POST OFFICE SQUARE SOUTH
BOSTON, MA 02109-4603
(617) 728-7100

90 STATE HOUSE SQUARE
HARTFORD, CT 06103-3702
(860) 524-3999



DECHERT PRICE & RHOADS

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1717 ARCH STREET
PHILADELPHIA, PA 19103-2793

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WASHINGTON, DC 20006-2401
(202) 261-3300

65 AVENUE LOUISE
1050 BRUSSELS, BELGIUM
(32-2) 535-5411

TITMUS SAINER DECHERT
2 SERJEANTS' INN
LONDON EC4Y 1LT, ENGLAND
(44-171) 583-5353

151, BOULEVARD HAUSSMANN
75008 PARIS, FRANCE
(33-1) 53 83 84 70

GLENN A. GUNDERSEN
Direct Dial: (215) 994-2183
GGUNDERS@DECHERT.COM

May 18, 1998

Assistant Commissioner for Trademarks
Box Assignments
2900 Crystal Drive
Arlington, VA 22202-3513

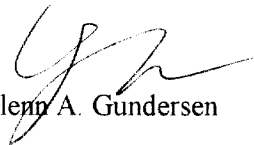
Re: Recordation of merger

To the Commissioner:

Enclosed for recordation is a Trademark Recordation Form Cover Sheet and corresponding attachments evidencing the merger of Erols Internet, Inc. into **Enet Holding, Inc.**

Please record this assignment via merger against the applications listed on the attached schedule to the Recordation Cover Sheet. A supplementary copy of the Cover Sheet is enclosed for billing purposes. Thank you for your assistance in this matter.

Respectfully submitted,


Glenn A. Gundersen

GAG:nlj
Enclosures


Assistant Commissioner for Trademarks
May 18, 1998
Page 2

Certificate of Mailing by Express Mail

I hereby certify that this application is being deposited with the United States Postal Service as Express Mail, Post Office to Addressee in an envelope addressed to Assistant Commissioner for Trademarks, Box Assignments, 2900 Crystal Drive, Arlington, VA 22202-3513, on May 18, 1998.

Glenn A. Gundersen
Person signing certificate

May 18, 1998
Date of signature


Signature

EE433253927US
Express Mail number

\\StreetTalk\Office Disk\System@Phila\ipg\ustm\ete\erols\ASSN-REC.DOC, May 18, 1998