

07-23-1998

FORM PTO-1594  
1-31-92

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U.S. Department of Commerce  
Patent and Trademark Office

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

1. Name of conveying party(ies):  
AAJJ, Inc.  
473 Roland Way  
Oakland, CA 94621

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State (California)  
 Other \_\_\_\_\_

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

2. Name and Address of receiving party(ies):

Name: ICVerify, Inc.  
Internal Address:  
Street Address: 473 Roland Way  
Oakland, CA 94621

U.S. Patent & TMOs/TM Mail Rpt. Dt. #61  
07-14-1998

3. Nature of conveyance:

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

Execution Date: December 6, 1996

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State California  
 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)  
75/010,570 (EZCHARGE & Design)

B. Trademark registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Donna E. M. McPartland  
Internal Address: Hogan & Hartson L.L.P.  
  
  
Street Address: 8300 Greensboro Drive  
Suite 1100  
City: McLean State: VA Zip 22102

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:  
08-2550  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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FC:481

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.

Donna E. M. McPartland      Donna McPartland      7/24/98  
Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: 7

# State of California



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

DEC 19 1996



Secretary of State

A485179

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

DEC - 9 1996

*Bill Jones*  
BILL JONES, Secretary of State

CERTIFICATE OF OWNERSHIP  
OF  
AAJJ INC.  
A California Corporation

F. Thomas Aden and Christian Paul certify that:

1. They are the President and the Secretary, respectively, of AAJJ Inc. ("AAJJ"), a corporation organized under the laws of the State of California.
2. AAJJ is the parent corporation of ICVerify Inc., a California corporation ("ICVerify").
3. AAJJ owns 100 percent of the issued and outstanding shares of ICVerify.
4. The Plan of Short Form Merger attached as Exhibit A has been approved by the Board of Directors of AAJJ.
5. The following resolutions have been approved by the Board of Directors in connection with the Merger of ICVerify into AAJJ:

**RESOLVED:** That AAJJ shall merge into itself ICVerify, its wholly-owned subsidiary corporation, and shall assume all the liabilities of said subsidiary corporation.

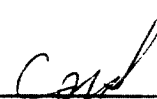
**RESOLVED FURTHER:** That Article I of the Articles of Incorporation of AAJJ is amended to read: The name of this corporation is ICVerify Inc.

6. F. Thomas Aden and Christian Paul further declare under penalty of perjury under the laws of the State of California that they have read the foregoing certificate and know the contents thereof and that the same are true of their own knowledge.

Executed in Oakland, California on December 6, 1996.



F. Thomas Aden, President



Christian Paul, Secretary

**Exhibit A**

**PLAN OF SHORT FORM MERGER**

**OF AAJJ INC.,  
a California Corporation,**

**and**

**ICVERIFY INC.,  
a California Corporation**

THIS PLAN OF SHORT FORM MERGER dated as of December 6, 1996 (the "*Plan*") is adopted by AAJJ Inc., a California corporation ("*AAJJ*"). AAJJ and ICVerify Inc., a California corporation and wholly-owned subsidiary of AAJJ ("*ICVerify*"), are sometimes referred to herein as the "*Constituent Corporations*."

**RECITALS**

WHEREAS, AAJJ is a corporation duly organized and existing under the laws of the State of California and is authorized to issue 16,000,000 shares of Common Stock and 6,000,000 shares of Preferred Stock. As of the date hereof, 4,801,821 shares of Common Stock and 4,627,665 shares of Preferred Stock were issued and outstanding; and

WHEREAS, ICVerify is a corporation duly organized and existing under the laws of the State of California and is authorized to issue 1,000 shares of Common Stock. As of the date hereof, 200 shares of Common Stock are issued and outstanding, all of which are held by AAJJ; and

WHEREAS, the Boards of Directors of AAJJ and ICVerify have determined that, for the purpose of effecting the consolidation of AAJJ and ICVerify, it is advisable and in the best interests of AAJJ and ICVerify and their shareholders that ICVerify merge with and into AAJJ upon the terms and conditions herein provided; and

WHEREAS, Section 1110(e) of the California General Corporation Law permits the short form merger of a wholly-owned subsidiary corporation into its parent corporation upon the adoption of a Plan of Merger by the Board of Directors of such parent corporation; and

WHEREAS, the Board of Directors of AAJJ has approved this Plan and has directed that this Plan be executed by its undersigned officers;

NOW, THEREFORE, AAJJ hereby adopts this Plan on the terms hereinafter set forth, as follows:

## I. MERGER

1.1 **Merger.** In accordance with the provisions of this Plan and the California General Corporation Law, ICVerify shall be merged with and into AAJJ (the "**Merger**"), the separate existence of ICVerify shall cease in accordance with the provisions of the California General Corporation Law and AAJJ shall survive the Merger and shall continue to be governed by the laws of the State of California, and AAJJ shall be, and is herein sometimes referred as, the "**Surviving Corporation,**" and the name of the Surviving Corporation shall be AAJJ Inc.

1.2 **Filing and Effectiveness.** The Merger shall become effective when the following actions shall have been completed:

(a) An executed officer's certificate of ownership of AAJJ (the "**Certificate of Ownership**") and a copy of this Plan shall be filed with the Secretary of State of the State of California as required by Section 1110(e) of the California General Corporation Law.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "**Effective Date of the Merger.**"

1.3 **Effect of the Merger.** Upon the Effective Date of the Merger, the separate existence of ICVerify shall cease and AAJJ, as the Surviving Corporation (i) shall continue to possess all of its own assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its own and ICVerify's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of ICVerify in the manner more fully set forth in Section 1107 of the California General Corporation Law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of AAJJ as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of ICVerify in the same manner as if AAJJ had itself incurred them, all as more fully provided under the applicable provisions of the California General Corporation Law.

## II. ARTICLES OF INCORPORATION, DIRECTORS AND OFFICERS

2.1 **Articles of Incorporation.** The Articles of Incorporation of AAJJ as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable Law; provided, however, that Article I of AAJJ's Articles of Incorporation shall be amended to read as follows: "The name of this corporation is ICVerify Inc."

2.2 **Bylaws.** The Bylaws of AAJJ as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable Law.

**2.3 Directors and Officers.** The directors and officers of AAJJ immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by Law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

### III. MANNER OF CONVERSION OF STOCK

**3.1 ICVerify Common Stock.** Upon the Effective Date of the Merger, each share of Common Stock of ICVerify issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be canceled and cease to exist.

### IV. GENERAL

**4.1 Covenants of AAJJ.** AAJJ covenants and agrees that it will, on or before the Effective Date of the Merger:

- a. file any and all documents with the California Franchise Tax Board necessary for the assumption by AAJJ of all of the franchise tax liabilities of ICVerify; and
- b. take such other actions as may be required by the California General Corporation Law.

**4.2 Further Assurances.** From time to time, as and when required by AAJJ or by its successors or assigns, there shall be executed and delivered on behalf of ICVerify such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by AAJJ the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of ICVerify and otherwise to carry out the purposes of this Plan, and the officers and directors of AAJJ are fully authorized in the name and on behalf of ICVerify or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

**4.3 Abandonment.** At any time before the Effective Date of the Merger, this Plan may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either ICVerify or of AAJJ, or of both.

**4.4 Amendment.** The Boards of Directors of the Constituent Corporations may amend this Plan at any time prior to the filing of the Certificate of Ownership with the Secretary of State of the State of California.

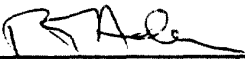
4.5 **Registered Office.** The registered agent of the Surviving Corporation in the State of California is Corporation Service Company which will do business in California as CSS-Lawyer Incorporating Service.

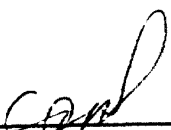
4.6 **Governing Law.** This Plan shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of California.

4.7 **Counterparts.** In order to facilitate the filing and recording of this Plan, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Plan having first been approved by the resolution of the Board of Directors of AAJJ Inc., a California corporation, is hereby executed and adopted on behalf of AAJJ by its officers thereunto duly authorized.

AAJJ INC.  
a California corporation

By:   
F. Thomas Aden,  
President

  
Christian Paul  
Secretary