

07-23-1998

FORM PTO-1594
1-31-92

REC



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.

<p>1. Name of conveying party(ies):</p> <p>ICVerify, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (California) <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies):</p> <p>Name: ICVerify, Inc. Internal Address: Street Address: 2100 Reston Parkway Reston, VA 20191</p> <p><small>U.S. Patent & TMO/ct/TM Mail Rcpt. Dt. #61</small> 07-14-1998</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>April 30, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 75/010,570 (EZCHARGE (& Design)) 75/374,807 (PCVERIFY) 75/386,007 (NETVERIFY (Stylized))</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark registration No.(s)</p> <p>1,721,651 (ICVERIFY)</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Donna E. M. McPartland</u> Internal Address: <u>Hogan & Hartson L.L.P.</u> _____ _____ Street Address: <u>8300 Greensboro Drive</u> <u>Suite 1100</u> City: <u>McLean</u> State: <u>VA</u> Zip <u>22102</u></p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 3.41): \$ <u>115.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>08-2550</u> (Attach duplicate copy of this page if paying by deposit account)</p>

07/22/1998
01 FC:481
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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.

Donna E. M. McPartland Donna McPartland 7/14/98
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 9

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"ICVERIFY, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "CYBERCASH ACQUISITION CORPORATION" UNDER THE NAME OF "ICVERIFY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 5:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2881691 8330

981166824

AUTHENTICATION: 9056846

DATE: 04-30-98

TRADEMARK

REEL: 1757 FRAME: 0522

State of Delaware
Office of the Secretary of State PAGE 1

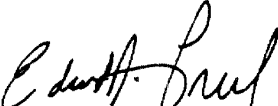
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ICVERIFY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CYBERCASH ACQUISITION CORPORATION" UNDER THE NAME OF "ICVERIFY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 5:50 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

2881691 8100M

981165659

AUTHENTICATION: 9056834

DATE: 04-30-98
TRADEMARK

REEL: 1757 FRAME: 0523

CERTIFICATE OF MERGER

OF

ICVERIFY INC.

(a California corporation)

INTO

CYBERCASH ACQUISITION CORPORATION

(a Delaware corporation)

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware and Section 1108(d) of the General Corporation Law of the State of California, CyberCash Acquisition Corporation, a Delaware corporation ("Surviving Corporation") does hereby certify to the following information relating to the merger of ICVerify Inc., a California corporation ("Merging Corporation"), with and into the Surviving Corporation (the "Merger"):

First: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
ICVerify Inc.	California
CyberCash Acquisition Corporation	Delaware

Second: That an Agreement and Plan of Reorganization dated as of April 8, 1998, by and among the Merging Corporation, the Surviving Corporation and CyberCash, Inc., a Delaware corporation (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and the provisions of Section 1101 of the General Corporation Law of the State of California.

Third: That the name of the corporation surviving the merger is CyberCash Acquisition Corporation.

Fourth: That the Certificate of Incorporation of CyberCash Acquisition Corporation, shall, as of the Effective Time of the Merger, be the Certificate of Incorporation of the Surviving Corporation and, further, that the Certificate of Incorporation of the Surviving Corporation is hereby amended so that Article FIRST of such Certificate of Incorporation reads in its entirety as follows:

"FIRST: The name of the corporation is ICVERIFY Inc."

Fifth: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 2100 Reston Parkway, Reston, VA 20191.

Sixth: That a copy of the Agreement and Plan of Reorganization will be furnished by the Surviving Corporation upon request and without charge to any stockholder of the Merging Corporation or the Surviving Corporation.

Seventh: Merging Corporation is authorized to issue 20,000,000 shares of Common Stock, no par value; and 10,000,000 shares of Preferred Stock, no par value, 4,627,665 shares of which have been designated "Series A Preferred Stock" and 2,843,602 shares of which have been designated "Series B Preferred Stock."

Eighth: This Certificate of Merger shall be effective at 11:59 p.m., Delaware time, on April 30, 1998.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed by its duly authorized officer this 30 day of April, 1998.

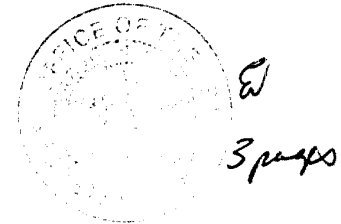
CYBERCASH ACQUISITION CORPORATION
(a Delaware corporation)

By: 

Russell B. Stevenson, Jr., Esq.
Vice President, Chief Financial Officer
and Secretary



SECRETARY OF STATE



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

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

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

MAY 06 1998



Bill Jones

Secretary of State

TRADEMARK
REEL: 1757 FRAME: 0526

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State of Delaware

PAGE 1

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

Office of the Secretary of State

MAY 04 1998

BILL JONES, Secretary of State

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:

"ICVERIFY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "CYBERCASH ACQUISITION CORPORATION" UNDER THE NAME OF "ICVERIFY INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 5:50 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2881691 8100M

981166832

AUTHENTICATION: 9056854

TRADEMARK 6436-98
REEL: 1757 FRAME: 0527

CERTIFICATE OF MERGER

OF

ICVERIFY INC.

(a California corporation)

INTO

CYBERCASH ACQUISITION CORPORATION

(a Delaware corporation)

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<u>Name</u>	<u>State of Incorporation</u>
ICVerify Inc.	California
CyberCash Acquisition Corporation	Delaware

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Fourth: That the Certificate of Incorporation of CyberCash Acquisition Corporation, shall, as of the Effective Time of the Merger, be the Certificate of Incorporation of the Surviving Corporation and, further, that the Certificate of Incorporation of the Surviving Corporation is hereby amended so that Article FIRST of such Certificate of Incorporation reads in its entirety as follows:

"FIRST: The name of the corporation is ICVERIFY Inc."

TRADEMARK

REEL: 1757 FRAME: 0528

Fifth: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 2100 Reston Parkway, Reston, VA 20191.

Sixth: That a copy of the Agreement and Plan of Reorganization will be furnished by the Surviving Corporation upon request and without charge to any stockholder of the Merging Corporation or the Surviving Corporation.

Seventh: Merging Corporation is authorized to issue 20,000,000 shares of Common Stock, no par value; and 10,000,000 shares of Preferred Stock, no par value, 4,627,665 shares of which have been designated "Series A Preferred Stock" and 2,843,602 shares of which have been designated "Series B Preferred Stock."

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CYBERCASH ACQUISITION CORPORATION
(a Delaware corporation)

By: _____

Russell B. Stevenson, Jr.
Russell B. Stevenson, Jr., Esq.
Vice President, Chief Financial Officer
and Secretary

