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U.S. Patent & TMO/c/TM A

1. Name of cc

100900699

EROLS INTERNET, INC.

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

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

3. Nature of conveyance:

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

Execution Date: February 20, 1998

of the attached original documents or copy thereof.

name and address of receiving party(ies)

Name: ENET HOLDING, INC.

Internal Address:

Street Address: 105 Carnegie Center

08540-

City: Princeton State: NJ ZIP: 6215

- 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

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

A. Trademark Application No.(s)

75/428,956

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: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- 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)

11/16/1998 JSHDRAZZ 00000111 040475 75428956

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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.

STEPHANIE E. THIER

Name of Person Signing

Stephanie E. Thier

Signature

10/16/98

Date

Total number of pages including cover sheet, attachments, and document: 3

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

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/20/1998
981066248 - 2844516

**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.

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