

12-23-1998

Docket No.:

T-17808 USA



100928419

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please receive the enclosed documents or copy thereof

1. Name of conveying party(ies):

Secrephone Ltd.

MKD
12-18-98

- Individual(s)
- General Partnership
- Corporation-State Pennsylvania
- Other

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

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

Name: Medifax, Inc.

Internal Address:

Street Address: 23240 Chagrin Boulevard, Suite 400

City: Cleveland State: OH ZIP: 44122

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Missouri
- 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

3. Nature of conveyance:

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

Execution Date: December 15, 1995

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

A. Trademark Application No.(s)

TM

B. Trademark Registration No.(s)

1,707,167

Additional numbers attached? Yes No

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

Name: Bryna S. Silver

Internal Address: Synnestvedt & Lechner LLP

Street Address: 2600 Aramark Tower

1101 Market Street

City: Philadelphia State: PA ZIP: 19107

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 540.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-5425

12/22/1998 DNGUYEN 00000101 1707167

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

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.

Bryna S. Silver

Name of Person Signing

Bryna S. Silver

Signature

December 15, 1998

Date

Total number of pages including cover sheet, attachments, and document: 7

TRADEMARK

REEL: 1831 FRAME: 0227

Microfilm Number _____

Filed with the Department of State on _____

DEC 19 1995

Entity Number 2670652

John L. Kuntz
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Medifax, Inc.

2. (Check and complete one of the following):

 The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of Missouri and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: CT Corporation System Philadelphia
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

 The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of

Number and Street City State Zip County

(PA. - 1424 - 11/1/93)

DEC 19 95

DEC 27 95

PA Dept. of State

PA Dept. of State

9602-117

- 3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
Secrephone, Ltd.	N/A	

- 4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on 12-31-95 at 11:59 p.m.
Date Hour

- 5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
Pursuant to Section 1924(B)(1)(ii) of the Pennsylvania Corporation Code, approval of SecrePhone, Ltd., the domestic corporation party to the merger, was not required.	

- 6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted, or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

- 7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip

7602-118
DSCB:15-1924 (Rev 90)-3

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 15th day of December, 1995

SECREPHONE, LTD.

(Name of Corporation)

BY:

Clay Scarborough

(Signature)

TITLE:

CEO

MEDIFAX, INC.

(Name of Corporation)

BY:

Clay Scarborough

(Signature)

TITLE:

CEO

(PA. - 102)

PLAN OF MERGER

This Plan of Merger is made and adopted as of the 15th day of December, 1995 (the "Plan") by MEDIFAX, INC. ("Medifax", sometimes hereinafter referred to in a post-merger context as the "Surviving Corporation"), for the purpose of setting forth the time and manner in which the merger of SECREPHONE LTD., a Pennsylvania corporation ("SecrePhone"), with and into its parent, Medifax, will be affected (Medifax and SecrePhone sometimes hereinafter referred to collectively as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Medifax is the owner of at least 90% of the issued and outstanding shares of common stock par value \$1.00 per share of SecrePhone (which is the only class of capital stock of SecrePhone that is issued and outstanding),

NOW, THEREFORE, Medifax hereby provides as follows:

I. THE MERGER

1.1 The Merger. At the Effective Time (as defined below), in accordance with Section 351.447 of the Missouri General and Business Corporation Law (the "MGBCL"), SecrePhone shall be merged with and into Medifax. Following the Merger, Medifax shall continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Missouri and the separate corporate existence of SecrePhone shall cease. Also, at the Effective Time, the issued and outstanding capital stock of SecrePhone shall cease to exist.

1.2 Effective Time. The Merger shall become effective upon the later of (i) 11:59 p.m. on December 31, 1995 and (ii) the filing with the Secretary of State of Missouri of Articles of Merger (the "Articles of Merger"), executed in accordance with the relevant provisions of the MGBCL (the time the Merger becomes effective being referred to as the "Effective Time"). The Merger will be evidenced by the issuance by the Secretary of State of the State of Missouri of a certificate of merger in accordance with the MGBCL.

1.3 Effects of the Merger. The Merger shall have the effects set forth in the MGBCL.

1.4 Name of Surviving Corporation. The name of the Surviving Corporation will be "Medifax, Inc."

1.5 Articles of Incorporation. The Articles of Incorporation of Medifax as in effect immediately preceding the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

1.6 Bylaws. The Bylaws of Medifax as in effect immediately preceding the Effective Time shall be the Bylaws of the Surviving Corporation.

1.7 Directors. The directors of Medifax immediately prior to the Effective Time shall be the directors of the Surviving Corporation and shall hold office in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

1.8 Officers. The officers of Medifax immediately prior to the Effective Time shall be the officers of the Surviving Corporation and shall hold office in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

II. MISCELLANEOUS

2.1 Headings. The headings in this Plan of Merger are for convenience of reference only and will not affect in any way the meaning or interpretation of this Plan of Merger.

2.2 Governing Law. This Plan of Merger will be governed by and construed in accordance with the laws of the State of Missouri applicable to contracts made and to be performed in that State, without regard to the principles of conflicts of law.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed as of the date first above written.

MEDIFAX, INC.

By: David L. San
Title: President

SECREPHONE LTD.

By: Clay Scarborough
Title: CFO

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

NOVEMBER 13, 1998

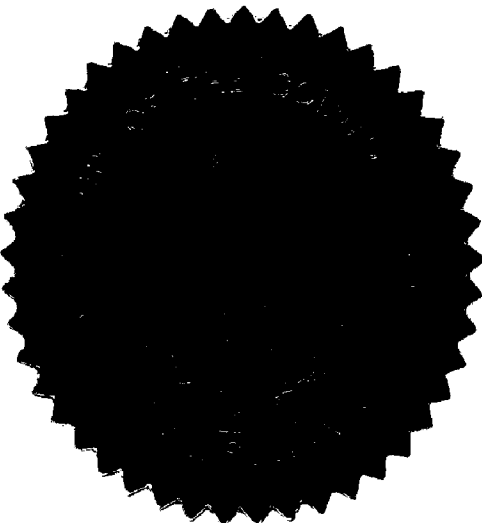
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

MEDIFAX, INC.

I, Kim Pizzingrilli, Acting Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli
ACTING Secretary of the Commonwealth
SSCH