

02-03-1999

U.S. Department of Commerce
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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/02/1999 SBURNS 0000257 75208501

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01 FC:481
02 FC:482

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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75208501"/>	<input type="text" value="75388840"/>	<input type="text"/>	<input type="text" value="2133520"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Thomas F. Marsteller, Jr.
Name of Person Signing

Thomas F. Marsteller, Jr.
Signature

15 Jan 1999
Date Signed

CERTIFICATE OF MERGER

**Fix My PC, L.L.C.,
a Texas limited liability company**

and

**PC Service USA, Inc.,
a Delaware corporation**

Pursuant to the provisions of Section 264 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), and Section 10.03 of the Texas Limited Liability Company Act, as amended (the "TLLCA"), and PC Service USA, Inc., a Delaware corporation ("PC Service" or the "Surviving Corporation"), and Fix My PC, L.L.C., a Texas limited liability company ("FMPC"), adopt the following Certificate of Merger for the purpose of merging FMPC with and into PC Service with PC Service surviving the merger as the Surviving Corporation.

1. The Agreement and Plan of Merger (the "Plan") contains the terms and conditions of the merger of FMPC with and into PC Service.
2. The Plan was approved, adopted, certified, executed, and acknowledged by each constituent entity in accordance with Section 264 of the DGCL.
3. There are no shares of stock of PC Service outstanding.
4. The total number of units of membership interest of FMPC outstanding and entitled to vote on the Plan, and the designation of and number of outstanding units of each class entitled to vote as a class on the Plan, are as follows.

<u>Name of Company</u>	<u>Total Number of Units of Membership Interest Outstanding</u>	<u>Entitled to Vote Only as a Class</u>			
		<u>Designation of Class</u>	<u>Number of Units</u>	<u>Designation of Class</u>	<u>Number of Units</u>
Fix My PC, L.L.C.	1,250,700	Class A	200,000	Class B	1,050,700

5. The total number of units of membership interest of FMPC voted for and against the Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of units of such class voted for and against the Plan, respectively, are as follows:

Name of Company	Total Voted For	Total Voted Against	Entitled to Vote Only as a Class		
			Class	Voted For	Voted Against
Fix My PC, L.L.C.	1,185,200	0	Class A	200,000	0
			Class B	985,200	0

6. The address of the Surviving Corporation's registered office in Delaware is as follows:

9 East Loockerman Street
 Dover, Delaware, Kent County

7. The Certificate of Incorporation of the surviving corporation shall be its Restated Certificate of Incorporation as amended and restated in its entirety as attached hereto as Exhibit 1.

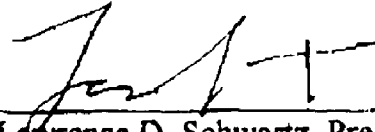
8. The name of the Surviving Corporation has not changed since the filing of its original Certificate of Incorporation.

9. The original Certificate of Incorporation of the Surviving Corporation was filed with the Secretary of State of Delaware on January 30, 1998.

10. The Plan is on file at the principal office of the surviving entity located at Ten Thousand North Central Expressway, Dallas, Texas 75231, a copy of which will be furnished without cost to any stockholder or partner of each constituent entity.

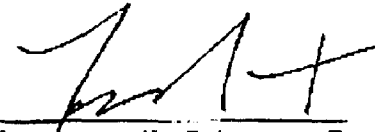
IN WITNESS WHEREOF, the undersigned have caused this Certificate and Articles of Merger to be executed on July 20, 1998.

FLX MY PC, L.L.C.
(FMPC)



By: Lawrence D. Schwartz, President

PC SERVICE USA, INC.
(Surviving Corporation)



By: Lawrence D. Schwartz, President