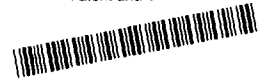


05-25-1999



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5-14-99

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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

05-14-1999

U.S. Patent & TMOtc/TM Mail Rcpt Dt. #01

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
- Security Agreement
- Merger
- Change of Name
- Other: _____
- License
- Nunc Pro Tunc Assignment
Effective Date: _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date:

Name: Tel-Save.com, Inc.

April 26, 1999

Formerly: _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other: _____
- Citizenship / State of Incorporation / Organization: Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name: Talk.com Inc.

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 6805 Route 202

Address (line 2): _____

Address (line 3): New Hope

PA

18938

City

State / Country

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other: _____
 - Citizenship / State of Incorporation / Organization: Delaware
- If document is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.

FOR OFFICE USE ONLY

05/25/1999 DMGUYEN 00000087 012510 75425901

01 FC:481 40.00 CH
01 FC:482 450.00 CH

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC. 20231

**TRADEMARK
REEL: 001900 FRAME: 0206**

Domestic Representative (for the first Receiving Party Only)

Name: _____
Address (line 1): _____
Address (line 2): _____
Address (line 3): _____
Address (line 4): _____

Correspondent Name and Address (for the first Receiving Party Only)

Name: **Chris Wilson**
Address (line 1): **ARNOLD & PORTER**
Address (line 2): **555 12th Street N.W.**
Address (line 3): **Suite 1229-A**
Address (line 4): **Washington, DC 20004-1202**

Pages Enter the total number of pages of the attached conveyance document including any attachments: 4

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)
75/425901; 75/425903; 75/425902; 75/425636;
75/333819; 75/422213; 75/422210; 75/422204;
75/422206; 75/425915; 75/425916; 75/425917;
75/422205; 75/417057; 75/425900; 74/730165;
75/347681; 75/226832; 75/333818

Registration Number(s)

Number of Properties Enter the total number of properties involved: 19

Fee Amount Fee Amount for Properties Listed (37 C.F.R. 3.41) \$490.00

Method of Payment Enclosed Deposit Account

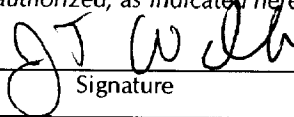
Deposit Account Number: 01-2510

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.

James T. Walsh, Esq.
Name of Person Signing


Signature

5/13/99
Date Signed

Office of the 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 OWNERSHIP, WHICH MERGES:

"TALK.COM INC.", A DELAWARE CORPORATION,

WITH AND INTO "TEL-SAVE.COM, INC." UNDER THE NAME OF

"TALK.COM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF APRIL, A.D. 1999, AT 1:30 O'CLOCK P.M.

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



2515526 8100M

991163002

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 9707529

DATE: 04-26-99

TRADEMARK
REEL: 001900 FRAME: 0208

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TALK.COM INC.

INTO

TEL-SAVE.COM, INC.

Tel-Save.com, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 13th day of June, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Talk.com Inc., a corporation incorporated on or about the 21st day of April, 1999, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of the Board as of the 21st day of April, 1999, determined to and did merge into itself said Talk.com Inc.:

RESOLVED, that Tel-Save.com, Inc. merge, and it hereby does merge into itself said Talk.com Inc., and that Tel-Save.com, Inc., as the surviving corporation, assumes all of its obligations; and

RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

RESOLVED, that upon such date of filing, the name of the surviving corporation (Tel-Save.com, Inc.) shall be changed to Talk.com Inc.; and

RESOLVED, that the terms and conditions of the merger are as follows:

1. Upon the occurrence of such merger, all shares of Talk.com Inc. shall be cancelled, and the shares of Tel-Save.com, Inc. (renamed Talk.com Inc.) shall thereafter constitute the shares of the surviving corporation.

2. The Certificate of Incorporation of Tel-Save.com, Inc. shall remain and be the Certificate of Incorporation of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of Delaware.

3. The By-laws of Tel-Save.com, Inc. shall remain and be the By-laws of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of Delaware.

4. The first annual meeting of the shareholders of the surviving corporation to be held after the effective date of the merger shall be the annual meeting provided, by the Bylaws of the said corporation, for the fiscal year 1999.

5. All persons who at the date when the merger shall become effective shall be the executive or administrative officers of Tel-Save.com, Inc. shall be and remain like officers of the surviving corporation until the board of directors of such corporation shall elect their respective successors.

6. The surviving corporation shall pay all expenses of carrying this agreement into effect and of accomplishing this merger.

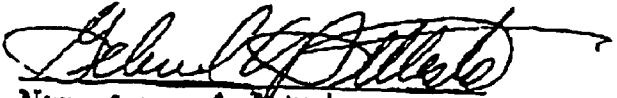
FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Talk.com Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That upon filing of this Certificate, the name of this corporation shall be changed to Talk.com Inc. pursuant to Subsection (b) of §253 of the General Corporation Law of the State of Delaware.

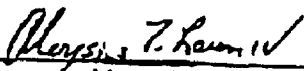
FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Tel-Save.com, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Tel-Save.com, Inc. has caused this Certificate to be signed and attested to by its duly authorized officers this 26th day of April, 1999.

TEL-SAVE.COM, INC.
(to be renamed Talk.com Inc.)

By: 
Name: Gabriel A. Bahista
Title: President, CEO and Chairman

ATTEST:

By: 
Name: Aloysius T. LAW IV
Title: General Counsel and Secretary