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PATENT & TRADEMARK OFFICE

10-29-1999

FORM PTO-1594



101186234

COVER SHEET  
IS ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or certified copy thereof.

Name of conveying Party:

Atcom, Inc.

- ☐ Individual(s)  
☐ General Partnership  
☒ Corporation **California**  
☐ Other \_\_\_\_\_

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

3. Nature of conveyance:

- ☐ Assignment  
☐ Security Agreement  
☐ Other \_\_\_\_\_
- ☒ Merger  
☒ Change of Name

Execution Date: **September 2, 1999**

Name and Address of receiving Party:

Software Solutions, Inc.

Internal Address:

Address: **1255 22nd Street, N.W., Suite 400  
Washington, DC 20037**

- ☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation **California**  
☐ 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

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

A. Trademark Application No.(s)

**See Attachment A**

B. Trademark Registration No.(s)

**See Attachment A**

Additional sheet attached? ☒ Yes ☐ No

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

**Jacobson, Price, Holman & Stern, PLLC.**

400 7th Street, N.W.  
Washington, DC 20004  
Tel. 202-638-6666

6. Total number of applications and registrations involved: **18**

7. Total fee (37 CFR 3.41)..... \$ 465.00

- ☒ Enclosed  
☐ Authorized to be charged to deposit account

8. Deposit Account No.: **06-1358**

(Attach duplicate copy of this page if paying by deposit account):

Attorney Docket No. **11960/T30607US0**

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.*

John C. Holman

Name of Person Signing

[Signature]  
Signature

10/27/99

Date

Total number of pages including cover sheet, attachments, and document: **11**

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01 FC:481  
02 FC:482

**Attachment A**

Mark	Serial No.	Filing Date	Registration Number	Registration Date
1. @GIZMO	75/334,055	08/01/97		
2. @PORT	75/726,630	06/11/99		
3. A & DESIGN	75/317,792	07/01/97	2,263,567	07/20/99
4. ATCOM/INFO	75/045,493	06/30/98	2,169,956	06/30/98
5. ATPORT	75/726,639	06/11/99		
6. COMMUNICATIONS FOR WHEREVER YOU'RE@	75/041,163	01/11/96	2,093,604	09/02/97
7. CYBER CAST	75/317,793	07/01/97		
8. CYBER TRAX	75/317,705	07/01/97		
9. CYBERBOOTH	75/098,954	05/06/96	2,143,321	03/10/98
10. CYBERSHELL	75/682,122	04/13/99		
11. DESIGN	75/209,464	12/06/96	2,194,180	10/06/98
12. DESIGN	75/349,101	08/29/97	2,282,530	10/05/99
13. E & DESIGN	75/085,565	04/09/96	2,157,374	05/12/98
14. HOW ELSE CAN YOU GET INTERNET EVERYWHERE?	75/680,658	04/12/99		
15. INTERNET EVERYWHERE	75/680,657	04/12/99		
16. IPORT	75/349,433	08/29/97		
17. IPORT	75/688,015	04/22/99		
18. IPORT & DESIGN	75/512,997	07/02/98		



## SECRETARY OF STATE

DR

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

That the attached transcript of 8 page(s) 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 day of

JUN 10 1999



*Bill Jones*

Secretary of State

SEP - 2 1999

AGREEMENT OF MERGER

BILL JONES, Secretary of State

THIS AGREEMENT OF MERGER (this "Agreement of Merger") is made as of September 2, 1999, by and among CAIS Internet, Inc., a Delaware corporation ("CAIS"), Atcom, Inc., a California corporation ("ATCOM"), and CIAM Corp., a California corporation ("Merger Sub"), which is a wholly owned subsidiary of CAIS.

BACKGROUND

ATCOM and Merger Sub desire that Merger Sub be merged with and into ATCOM (the "Merger"), and that ATCOM be the surviving corporation and become a wholly owned subsidiary of CAIS pursuant to the terms and conditions of this Agreement of Merger.

## THE PARTIES AGREE AS FOLLOWS:

1. The Merger. Upon the filing of this Agreement of Merger (the "Effective Time") and the related officers' certificates with the Secretary of State of the State of California in accordance with the California Corporations Code, Merger Sub shall be merged with and into ATCOM. ATCOM shall be the surviving corporation.
2. Conversion of Outstanding Shares of Merger Sub. Each share of Merger Sub Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at and as of the Effective Time, into one share of Common Stock of ATCOM ("ATCOM Common").
3. Conversion of Outstanding Shares of ATCOM Common Stock. Each share of ATCOM Common outstanding immediately prior to the Effective Time (except those shares of ATCOM Common which are "dissenting shares" within the meaning of Section 1300(b) of the California Corporations Code) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at and as of the Effective Time into the right to receive 0.3553 of a share of Common Stock (the "Exchange Ratio") of CAIS ("CAIS Common").
4. Fractional Shares. Holders of ATCOM Common shall receive only whole shares of CAIS Common: in lieu of any fractional share of CAIS Common, holders of ATCOM Common shall receive an amount in cash, without interest, rounded to the nearest cent, determined by multiplying the fractional interest to which such holder would otherwise be entitled by \$17.16.

5. Conversion of ATCOM Options. At the Effective Time, each outstanding option to purchase ATCOM Common ("ATCOM Option"), whether vested or unvested, issued under ATCOM's 1996 Stock Option/Stock Issuance Plan (the "ATCOM Plan") shall thereafter entitle the holder thereof to receive, upon exercise thereof, that number of shares of CAIS Common equal to the product of the number of shares of ATCOM Common that were purchasable (without regard to vesting) under the ATCOM Option immediately prior to the Effective Time multiplied by the Exchange Ratio, at an exercise price for each full share of CAIS Common equal to the quotient obtained by dividing (i) the exercise price per share of ATCOM Common with respect to such ATCOM Option, by (ii) the Exchange Ratio. The number of shares of CAIS Common that may be purchased by a holder on the exercise of any ATCOM Option shall not include any fractional share of CAIS Common but shall be rounded down to the next lower whole share of CAIS Common.

6. Rights After the Effective Time. As soon as practicable after the Effective Time, each holder of record of a certificate or certificates which, prior to the Effective Time, represented outstanding shares of the ATCOM Common shall be entitled, upon surrender of such certificate or certificates (or in the case of certificates that have been lost, stolen or destroyed, lost certificate affidavits therefor and indemnification in connection therewith) to CAIS or to an exchange agent designated by CAIS, in form suitable for transfer, to receive a certificate or certificates representing the number of whole shares of CAIS Common to which such shareholder is entitled under Section 3 together with cash in lieu of any fractional share of CAIS Common in an amount calculated in accordance with Section 4.

7. Articles of Incorporation of ATCOM. At the Effective Time, the Articles of Incorporation of ATCOM shall be amended and restated in its entirety to read as follows:

"I

The name of the Corporation is CAIS Software Solutions, Inc.

II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The Corporation is authorized to issue only one class of shares, and the total number of shares that the Corporation is authorized to issue is one thousand (1000).

IV

Section 1. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

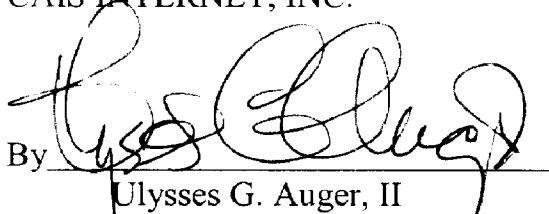
Section 2. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation or its shareholders. The Corporation is further authorized to provide insurance for agents as set forth in Section 317 of the California Corporations Code, provided that, in cases where the Corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in Section 317, as amended.

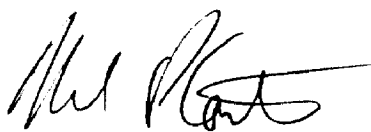
Section 3. Any repeal or modification of the foregoing provisions of this Article V by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification."

8. Other Effects of the Merger. The other effects of the Merger shall be as prescribed by law.

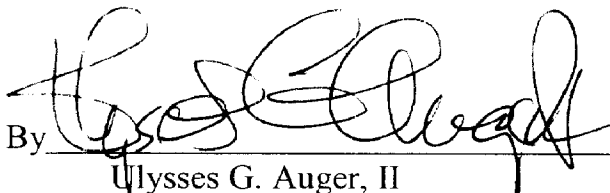
IN WITNESS WHEREOF, CAIS, ATCOM and Merger Sub have executed this Agreement as of the first date written above.

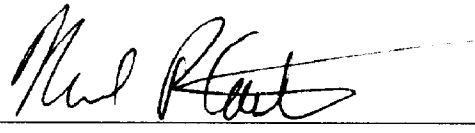
CAIS INTERNET, INC.

By   
Ulysses G. Auger, II  
Chief Executive Officer

By   
Michael G. Plantamura  
Secretary

CIAM CORP.

By   
Ulysses G. Auger, II  
President

By   
Michael G. Plantamura  
Secretary

ATCOM, INC.

By \_\_\_\_\_  
W. Stephen Nye, President

By \_\_\_\_\_  
Neil R. Senturia, Secretary

IN WITNESS WHEREOF, CAIS, ATCOM and Merger Sub have executed this Agreement as of the first date written above.

CAIS INTERNET, INC.

By \_\_\_\_\_  
Ulysses G. Auger, II  
Chief Executive Officer


By \_\_\_\_\_  
Michael G. Plantamura  
Secretary

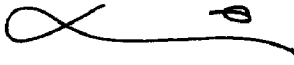
CIAM CORP.

By \_\_\_\_\_  
Ulysses G. Auger, II  
President

By \_\_\_\_\_  
Michael G. Plantamura  
Secretary

ATCOM, INC.

By  \_\_\_\_\_  
W. Stephen Nye, President

By  \_\_\_\_\_  
Neil R. Senturia, Secretary



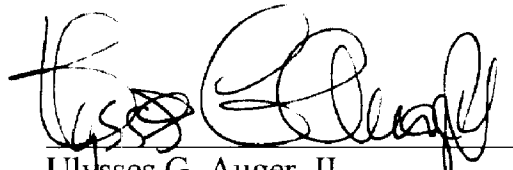
CIAM CORP.  
OFFICERS' CERTIFICATE OF APPROVAL OF  
AGREEMENT OF MERGER

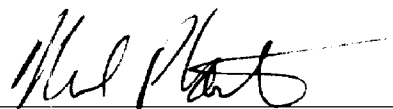
Ulysses G. Auger, II and Michael G. Plantamura certify as follows:

1. We are the President and the Secretary, respectively, of CIAM Corp., a California corporation (the "Corporation").
2. The Agreement of Merger by and among CAIS Internet, Inc., a Delaware corporation, ATCOM, Inc., a California corporation, and the Corporation, dated September 2, 1999, to which this Certificate is attached (the "Agreement of Merger"), was duly approved by the board of directors and the sole shareholder of the Corporation.
3. The Corporation has one class of shares outstanding, Common Stock. The total number of outstanding shares of the Corporation entitled to vote on the principal terms of the Agreement of Merger was 1,000 shares of Common Stock. The percentage vote required was the affirmative vote of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote. The principal terms of the Agreement of Merger were approved by the vote of the outstanding shares of Common Stock, which equaled or exceeded the vote required.
4. The vote of the shareholders of CAIS Internet, Inc. was not required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Executed as of September 2, 1999.

  
\_\_\_\_\_  
Ulysses G. Auger, II  
President

  
\_\_\_\_\_  
Michael G. Plantamura, Secretary

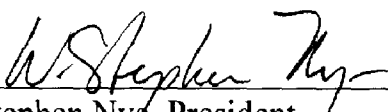
ATCOM, INC.  
OFFICERS' CERTIFICATE OF APPROVAL OF  
AGREEMENT OF MERGER

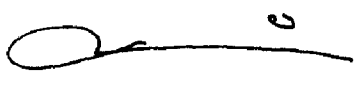
W. Stephen Nye and Neil R. Senturia certify as follows:

1. We are the President and the Secretary, respectively, of ATCOM, Inc., a California corporation (the "Corporation").
2. The Agreement of Merger by and among CAIS Internet, Inc., a Delaware corporation, CIAM Corp., a California corporation, and the Corporation dated September \_\_, 1999, to which this Certificate is attached (the "Agreement of Merger"), was duly approved by the board of directors and the shareholders of the Corporation.
3. On the record date for determination of the Corporation's shareholders entitled to vote on the Agreement of Merger, the Corporation had five classes of shares outstanding, Common Stock, Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, and Series D Preferred Stock. The total number of outstanding shares of the Corporation entitled to vote on the principal terms of the Agreement of Merger was 2,320,583 shares of Common Stock, 725,849 shares of Series A Preferred Stock, 265,819 shares of Series B Preferred Stock, 832,010 shares of Series C Preferred Stock, and 2,639,685 shares of Series D Preferred Stock. The number of shares voting in favor of the principal terms of the Agreement of Merger equaled or exceeded the vote required. The percentage vote required was the affirmative vote of a majority of the outstanding shares of the Corporation's Common Stock entitled to vote, a majority of the outstanding shares of the Corporation's Preferred Stock entitled to vote, and a majority of the outstanding shares of the Corporation's Series D Preferred Stock entitled to vote.
4. Following the approval by the Corporation's shareholders of the principal terms of the Agreement of Merger and prior to the filing of the Agreement of Merger, all outstanding shares of the Corporation's Preferred Stock were converted to shares of the Corporation's Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Executed as of September 2 1999.

  
\_\_\_\_\_  
W. Stephen Nye, President

  
\_\_\_\_\_  
Neil R. Senturia, Secretary

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**TRADEMARK**  
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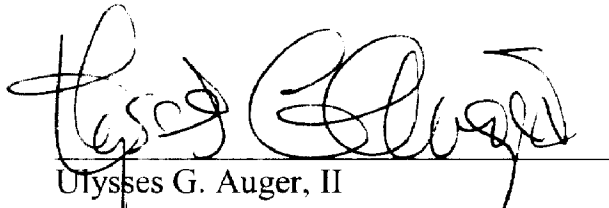
CAIS INTERNET, INC.  
OFFICERS' CERTIFICATE OF APPROVAL OF  
AGREEMENT OF MERGER


Ulysses G. Auger, II and Michael G. Plantamura certify as follows:

1. We are the Chief Executive Officer and the Secretary, respectively, of CAIS Internet, Inc., a Delaware corporation (the "Corporation").
2. The Agreement of Merger by and among CIAM Corp., a California corporation, ATCOM, Inc., a California corporation, and the Corporation, dated September 1, 1999, to which this Certificate is attached (the "Agreement of Merger"), was duly approved by the board of directors of the Corporation.
3. No vote of the corporation's shareholders was required.
4. There is one class of shares and the number of shares of common stock outstanding is 19,808,219.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Executed as of September 2, 1999.

  
Ulysses G. Auger, II  
Chief Executive Officer

  
Michael G. Plantamura, Secretary

