

01-13-2000



101244296

TRADEMARK
Docket No. 3808-4003/4/5/6

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
TRADEMARK RECORDATION COVER SHEET

NRD 12.6.99

HON. COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENTS
Washington, D.C. 20231

RECEIVED
1999 DEC -6 AM 9:59
OPR/FINANCE

Sir:

Please record the attached original documents or copies thereof.

1. Submission Type:

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

2. Name Of Conveying Party(ies):

Name: Conferecing Acquisition Corporation

Formerly _____

Execution Date (Month/Day/Year) November 2, 1999

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership
- Other _____

Citizenship/State of Incorporation Delaware

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

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

Name: Genesys Conferencing, Inc.

DBA/AKA/TA: _____

Address: 4600 South Ulster Street

City Denver State Colorado ZIP 80237

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-
- Other _____

Citizenship/State of Incorporation Delaware

01/13/2000 DCDATES 00009077 134:00
401.00 EH
751.00 EH

If assignee is not domiciled in the U.S., a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment).

Additional name(s) & address(es) attached? Yes No

4. Conveyance Type:

- | | |
|---|---|
| <input type="checkbox"/> Assignment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Security Agreement | <input type="checkbox"/> Change of Name |
| <input type="checkbox"/> License | <input type="checkbox"/> Nunc Pro Tunc Assignment |
| <input type="checkbox"/> Other | |

Effective Date: _____ (if nunc pro tunc assignment)

5. Application Number(s) and marks or Registration Number(s) and marks:

Trademark Application No.(s) 75/453741 (Mark: EASYTOUCH); 75/493838 (HARNESSING TECHNOLOGY); 75/722650 (HOW BUSINESSES MEET); 75/493886 (SOUND QUALITY. CONSISTENT DELIVERY)

Trademark registration No.(s) _____ (Mark: _____); _____

Additional numbers attached? Yes No

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

Name: Scott Greenberg c/o Morgan & Finnegan L.L.P.

Internal Address: _____

Street Address: 345 Park Avenue

City New York State New York ZIP 10154

Area Code and Telephone Number (212) 415-8543

7. Total number of applications and registrations involved: 4

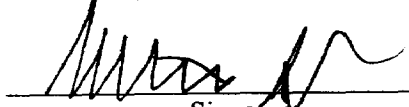
8. Total fee (37 CFR 3.41):.....\$ 115.00

- Enclosed
 Authorized to be charged to deposit account

9. Deposit Account Number: 13-4500. Authorization to charge additional fees to deposit account: Yes No

10. Statement and Signature

Charges to deposit account are authorized, as indicated herein

Scott Greenberg  12/16/99
Name of Person Signing Signature Date

Total amount of pages in cover sheet: 3

FORM: REC-TM.NY
Rev. 10/04/94

State of Delaware
Office of the Secretary of State PAGE 1

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:

"CONFERENCING ACQUISITION CORPORATION", A DELAWARE CORPORATION,

"US TELEMAGEMENT GROUP, INC.", A GEORGIA CORPORATION, WITH AND INTO "GENESYS CONFERENCING, INC." UNDER THE NAME OF "GENESYS CONFERENCING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



3009557 8100M

991464160

A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0060559

DATE: 11-03-99

TRADEMARK
REEL: 002009 FRAME: 0287

CERTIFICATE OF OWNERSHIP AND MERGER

OF

US TELEMAGEMENT GROUP, INC.

AND

CONFERENCING ACQUISITION CORPORATION

WITH AND INTO

GENESYS CONFERENCING, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger are:

(i) US Telemanagement Group, Inc. ("UST"), which is incorporated under the laws of the State of Georgia, and Conferencing Acquisition Corporation ("CAC"), which is incorporated under the laws of the State of Delaware; and

(ii) Genesys Conferencing, Inc. ("GCI"), which is incorporated under the laws of the State of Delaware.

2. GCI owns 100% of the issued and outstanding shares of common stock of both CAC and UST (being the only class of stock of each corporation outstanding).

3. The following resolution was duly adopted by the Board of Directors of GCI on October 27, 1999:

RESOLVED, that the Board deems it advisable and in the best interest of Genesys Conferencing, Inc. (the "Corporation") and its shareholder that Conferencing Acquisition Corporation ("CAC") and US Telemanagement Group, Inc. (d/b/a Summons Conferencing) ("Summons"), each wholly-owned subsidiaries of the Corporation, be merged with and into the Corporation (the "Merger"), with the Corporation assuming all of the obligations of each of CAC and Summons, and the officers of the Corporation be, and they hereby are, authorized and directed to take any and all actions, and execute, deliver and file any and all instruments or documents as may be necessary or advisable for the purpose of effectuating the Merger.

Executed on this 27th day of October, 1999.

GENESYS CONFERENCING, INC.

By: /s/ Francois Legros
Name: Francois Legros
Title: Chairman of the Board