

02-11-2000

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

1. Name of conveying party(ies):
InterQuest Communications, Inc.

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

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

2. Name and Address of Receiving party(ies):
Name: **Darwin Networks Acquisition Corp.**
Street Address: **3650 National City Tower**

City: **Louisville**
State: **KY** Zip: **40202**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designated is attached:
 Yes No

(Designation must be a separate document from Assignment.)
Additional name(s) & address(es) attached?
 Yes No

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other _____

Execution Date: **August 11, 1999**

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

A. Trademark application No.(s) B. Trademark Registration No.(s)
75/607845; 75/607895; 75/607896

Additional numbers attached? Yes No

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

Name: **William H. Hollander**
Wyatt, Tarrant & Combs
Street Address: **2600 Citizens Plaza**

City: **Louisville,**
State: **Kentucky** Zip: **40202**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR § 3.41) **\$90.00**

Enclosed
 Authorized to be charged to deposit account

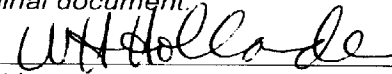
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account.)

02/10/2000 DNGUYEN 00000126 75607845
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02 FC:482 50.00 OP

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.

William H. Hollander 
Name of person signing Signature

Jan. 10, 2000
Date

Total number of pages comprising cover sheet: **1**

State of Delaware

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 MERGER, WHICH MERGES:

"INTERQUEST COMMUNICATIONS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "DARWIN NETWORKS ACQUISITION CORP." UNDER THE NAME OF "DARWIN NETWORKS ACQUISITION CORP." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF AUGUST, A.D. 1999, AT 1 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

08-11-99

CERTIFICATE OF MERGER

Darwin Networks Acquisition Corp., a Delaware corporation and the surviving corporation of the merger between Darwin Networks Acquisition Corp. and InterQuest Communications, Inc., a California corporation (the "Merger"), hereby files this Certificate of Merger pursuant to Section 252(c) of the General Corporation Law of the State of Delaware.

1. Darwin Networks Acquisition Corp., incorporated in the State of Delaware, and InterQuest Communications, Inc., incorporated in the State of California, are the parties to the Merger.
2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by both Darwin Networks Acquisition Corp. and InterQuest Communications, Inc. in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.
3. Darwin Networks Acquisition Corp. is the surviving corporation of the Merger.
4. The certificate of incorporation of Darwin Networks Acquisition Corp. will be the certificate of incorporation of the surviving corporation of the Merger.
5. The executed agreement of merger is on file at the office of Darwin Networks Acquisition Corp. at Suite 135, 1000 West Ormsby Avenue, Louisville, Kentucky 40210, and a copy thereof will be furnished by Darwin Networks Acquisition Corp., on request and without cost, to any shareholder of either corporation which is a party to the Merger.
6. The authorized capital stock of InterQuest Communications, Inc., a California corporation, consists of 12,000,000 shares of common stock, \$.001 par value per share, and 4,000,000 shares of preferred stock, \$.001 par value per share.

[END OF TEXT]

IN WITNESS WHEREOF, the following officer of Darwin Networks Acquisition Corp has executed this document as of this 30th day of July, 1999.

DARWIN NETWORKS ACQUISITION CORP.

By: Robert S. Saunders

Name: Robert S. Saunders

Title: Vice President

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