

02-16-2000

BET

U.S. Department of Commerce
Patent and Trademark Office



101268687

To the Honorable Commissioner of Patents

attached original documents or copy thereof.
address of receiving party(ies):

1. Name of conveying party(ies):

BuyersZone, Inc.

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

Name: BuyersZone.com, Inc.

Internal Address: _____

Street Address: 125 Walnut Street
Watertown, Massachusetts 02172

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

Individual(s) citizenship _____

- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Delaware _____
- Other _____

3. Nature of conveyance:

- Assignment Merger
- Security Agreement
- Change of Name
- 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)

Execution Date: May 3, 1999

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

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

B. Trademark Registration No.(s): 2,069,337

Additional numbers attached? Yes No

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

Name: Charles E. Weinstein, Esq.

Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1446

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

02/15/2000 TTOM11 00000107 061446 2069337

DO NOT USE THIS SPACE

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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.

Charles E. Weinstein, Esq.
Name of Person Signing

Signature

January 19, 1999
Date

Total number of pages comprising cover sheet: 1

CERTIFICATE OF MERGER
 OF
 BUYERSZONE, INC.,
 A MASSACHUSETTS CORPORATION,
 INTO
 BUYERSZONE.COM, INC.,
 A DELAWARE CORPORATION

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, BuyersZone.com, Inc., a Delaware corporation, DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

	<u>Name</u>	<u>State of Incorporation</u>
1.	BuyersZone.com, Inc.	Delaware
2.	BuyersZone, Inc.	Massachusetts

SECOND: That an agreement of merger between the parties to the merger (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the Section 78 of Chapter 156B of the General Laws of The Commonwealth of Massachusetts and Section 252 of the General Corporation Law of Delaware.

THIRD: That BuyersZone.com, Inc., a Delaware corporation, is a wholly-owned subsidiary of BuyersZone, Inc., a Massachusetts corporation authorized to issue 3,600,000 shares of common stock, no par value per share, of which 3,600,000 shares are issued and outstanding.

FOURTH: That the surviving corporation (hereafter, the "Surviving Corporation") shall be BuyersZone.com, Inc., a Delaware corporation.

FIFTH: That the Certificate of Incorporation of BuyersZone.com, Inc., a Delaware corporation, as filed with the Secretary of State of the State of Delaware shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: That the executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 125 Walnut Street, Watertown MA 02172.

SEVENTH: That a copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: This Certificate of Merger shall be effective upon the date of its filing with the Secretary of State of Delaware .

IN WITNESS WHEREOF, BuyersZone.com, Inc., a Delaware corporation, has caused this Certificate to be signed by its President and attested by its Secretary this 3rd day of May, 1999.

BUYERSZONE.COM, INC.,

A DELAWARE CORPORATION

By: Mie-Yun Lee
Mie-Yun Lee, President

ATTEST:

Brenda Chin Hsu
Brenda Chin Hsu, Secretary