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COVER SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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original documents or copy thereof.

1. Name and address of conveying party(ies):  
Tech Online, Inc.  
230 Second Avenue  
Waltham, MA 02451

2. Name and address of receiving party(ies)

Name: TechOnline, Inc.

Internal Address:

Street Address: 230 Second Avenue

City: Waltham State: MA ZIP: 02451

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

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

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

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

3. Nature of conveyance:

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

Execution Date: December 17, 1999

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

A. Trademark Application No.(s)

75/092462  
75/834139  
75/839723

B. Trademark Registration No.(s)

2,126,177  
2,220,651  
2,281,174

Additional numbers attached?  Yes  No

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

Name: Devin W. Smith, Esq.

Internal Address: Nixon Peabody LLP

Street Address: 101 Federal Street

City: Boston State: MA ZIP: 02110

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

04/10/2000 DNGUYEN 00000320 75092462

DO NOT USE THIS SPACE

01 FC:401  
02 FC:402  
Statement and signature 40.00 DP  
25.00 DP

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.

Devin W. Smith, Esq.  
Name of Person Signing

Signature

3/16/2000  
Date

Total number of pages including cover sheet, attachments, and document: 7

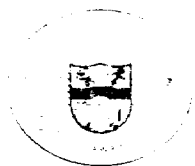
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002047 FRAME: 0535

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:

"TECH ONLINE, INC.", A MASSACHUSETTS CORPORATION,  
WITH AND INTO "TECHONLINE, INC." UNDER THE NAME OF  
"TECHONLINE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 4:05 O'CLOCK P.M.

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



  
Edward J. Freel, Secretary of State

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991547095

AUTHENTICATION: 0150550

DATE 12-17-99

TRADEMARK  
REEL: 002047 FRAME: 0536

CERTIFICATE OF MERGER

OF

TECH ONLINE, INC.

(a Massachusetts corporation)

WITH AND INTO

TECHONLINE, INC.

(a Delaware corporation)

Pursuant to Section 252 of the General  
Corporation Law of the State of Delaware

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, TechOnLine, Inc., a Delaware corporation ("TechOnLine DE"), hereby states as follows with respect to the merger of Tech OnLine, Inc., a Massachusetts corporation ("Tech OnLine MA"), with and into TechOnLine DE with TechOnLine DE continuing as the surviving corporation (the "Merger"):

FIRST: The names and states of incorporation of each of the constituent corporations of the Merger are as follows:

<u>NAME</u>	<u>JURISDICTION OF INCORPORATION</u>
Tech OnLine, Inc.	Massachusetts
TechOnLine, Inc.	Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") between TechOnLine DE and Tech OnLine MA has been approved, adopted, certified, executed and acknowledged by TechOnLine DE and Tech OnLine MA in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and Chapter 156B of Massachusetts General Laws.

THIRD: TechOnLine DE is the surviving corporation.

FOURTH: The Certificate of Incorporation of TechOnLine DE shall continue in full force and effect as its Certificate of Incorporation.

FIFTH: The executed Merger Agreement is on file at 230 Second Avenue, Waltham, MA 02451, the principal place of business of TechOnLine DE.

SIXTH: A copy of the Merger Agreement will be furnished on request and without cost by TechOnLine DE to any stockholder of either constituent corporation.

SEVENTH: The authorized capital stock of Tech OnLine MA consists of 2,600,000 shares of Common Stock, no par value per share, 1,000,000 shares of Preferred Stock of which (i) 12,097 have been designated shares of Series A Preferred Stock, no par value per share and (ii) 893,686 have been designated shares of Series B Preferred Stock, no par value per share.

IN WITNESS WHEREOF, TechOnLine DE has caused this Certificate of Merger to be signed by a duly authorized officer this 17<sup>th</sup> day of December 1999.

TECH ONLINE, INC.

By: 

\_\_\_\_\_  
Bruce Rayner, President

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Exam...ner

ARTICLES OF \*CONSOLIDATION\* \*MERGER
(General Laws, Chapter 156B, Section 79)

\*Consolidation\* merger of

Tech OnLine, Inc. (MA)

TechOnLine, Inc. (DE)

the constituent corporations, into

TechOnLine, Inc. (DE)

\*The corporation\* one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of \*Consolidation\* merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The \*resulting\* surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the \*consolidation\* merger determined pursuant to the agreement of \*consolidation\* merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

3. (For a merger)

\*The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

(For a consolidation)
The purpose of the \*resulting\* corporation is to engage in the following business activities:

\*Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

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~~(b) The name, residential address and post office address of each director and officer of the \*resulting / \*surviving corporation is:~~

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:		
Treasurer:		
Clerk:		
Directors:		

(c) The fiscal year end (i.e. tax year) of the \*resulting / \*surviving corporation shall end on the last day of the month of:

~~(d) The name and business address of the resident agent, if any, of the \*resulting / \*surviving corporation is:~~

Item 5 below may be deleted if the ~~resulting~~/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~/~~surviving~~ surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~/~~surviving~~ surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

**FOR MASSACHUSETTS CORPORATIONS**

The undersigned \*President ~~XXXXXX~~ and \*Clerk ~~XXXXXX~~ of Tech OnLine, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~XXXXXX~~ merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

BRUCE PAYNER

\*President ~~XXXXXXXXXX~~

AMNON ALIPHAS

\*Clerk ~~XXXXXXXXXX~~

**FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS**

The undersigned, † President and †† Secretary of TechOnLine, Inc., a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~XXXXXX~~

\*merger has been duly adopted by such corporation in the manner required by the laws of Delaware

\*Delete the inapplicable words.  
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.  
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

PRESIDENT

SECRETARY