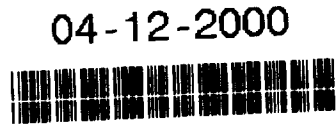


MYU 3/2/00

RECORDATION FORM TRADEMARK



DEPARTMENT OF COMMERCE and Trademark Office

101317936

record the attached original documents or copy thereof.

Tab settings = = = v

To the Honorable Commissione

1. Name of conveying party(ies):

JETNET LIMITED

03-02-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #26

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, 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 10, 1997

Name and address of receiving party(ies)

Name: JETNET, L.L.C.

Internal Address, Street Address: 185 GENESEE STREET, 11TH FLOOR, City: UTICA State: NY ZIP: 13501

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other LIMITED LIABILITY COMPANY - NEW YORK

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) & addresses attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.

1,614,140

Additional numbers attached? Yes No

US PATENT & TRADEMARK OFFICE MAR -2 P 3:46 TRADEMARK FEE PROCESS RECEIVED

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

Name: JAMES E. SHLESINGER, ESQ. SHLESINGER, ARKWRIGHT & GARVEY LLP Internal Address:

Street Address: 3000 SOUTH EADS STREET

City: ARLINGTON State: VA ZIP: 22202 04/12/2000 DNGUYEN 00000208 1614140

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

(ONLY IF ANY INSUFFICIENCY)

8. Deposit account number: 19-2105

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

01 FC:481 40.00 DP 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.

James E. Shlesinger Name of Person Signing

Signature

March 2, 2000 Date

Total number of pages including cover sheet, attachments, and document: 4

FILING RECEIPT

ENTITY NAME : JETNET, L.L.C.

DOCUMENT TYPE : MERGER (DOM LLC)
PROCESS

COUNTY: ONEI

SERVICE COMPANY : NATIONWIDE INFORMATION SERVICES, INC.

SERVICE CODE: 27

CONSTITUENT NAME: JETNET LIMITED

FILED: 09/19/1997 DURATION: ***** CASH #: 970919000511 FILM #: 97091900048

ADDRESS FOR PROCESS

EFFECT DATE

THE LLC
311 TURNER STREET
UTICA, NY 13501

09/19/1997

REGISTERED AGENT



FILER	FEES		PAYMENTS	
STIEGEL, HESTER, STEPHENS, KAHLER & MANION, L.L.P. SUITE 202 258 GENESEE STREET #40 UTICA, NY 13502-4640	FILING : TAX : CERT : COPIES : HANDLING:	60.00 0.00 0.00 0.00 0.00	CASH : CHECK : BILLED:	0.00 0.00 60.00
			REFUND:	0.00

DS-1025 (11/89)

CERTIFICATE OF MERGER

OF

JetNet Limited

AND

JETNET, L.L.C.

INTO

JETNET, L.L.C.

Under Section 1003 of the Limited Liability Company Law
of the State of New York

FIRST: The date when the Certificate of Incorporation of JetNet Limited was filed with the Department of State of the State of New York is April 22, 1988.

The date when the Articles of Organization of JETNET, L.L.C. were filed with the Department of State of the State of New York is December 30, 1996.

SECOND: The name of the surviving domestic limited liability company is: **JETNET, L.L.C.**

THIRD: The Agreement of Merger has been approved and executed by each of the domestic limited liability companies or the domestic business corporations that are to merge.

FOURTH: The effective date of the merger is the date of filing the Certificate with the Secretary of State.

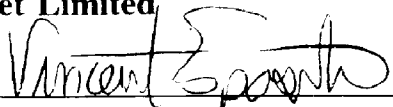
FIFTH: The Secretary of State is designated as agent of the surviving limited liability company upon whom process against it may be served. The post office address within or without the state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is: **311 Turner Street, Utica, New York 13501.**

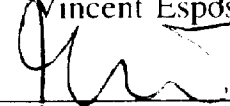
SIXTH: The Agreement of Merger is on file at the place of the business of the surviving domestic limited liability company. The address of such domestic limited liability company is: 311 Turner Street, Utica, New York 13501.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or any person holding any interest in any other business interest that is to merge pursuant to such agreement.

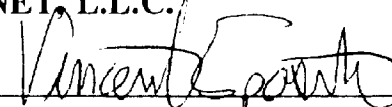
IN WITNESS WHEREOF, this certificate has been subscribed this 10th day of September, 1997, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.


JetNet Limited

By 
Vincent Esposito, President

By 
Tony Esposito, Secretary

JETNET, L.L.C.

By 
Vincent Esposito, Manager

By 
Tony Esposito, Manager

10/1/97