

MUN
3/1/00

RECORD/
TRAD

04-12-2000

Pocket No.:

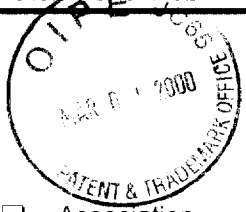


101317976

Tab settings

To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof.



1. Name of conveying party(ies):
digital midmarket.com, inc.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: **January 20, 2000**

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

Name: **Front Step, Inc.**

Internal Address:

Street Address: **2800 Corporate Exchange Drive**

City: **Columbus** State: **OH** ZIP: **43229**

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

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

A. Trademark Application No.(s)
75/900,855

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: **Cory M. Amron, Esquire**

Internal Address: **Vorys Sater Seymour and Pease LLP**

Street Address: **1828 L Street, N.W.**

11th Floor

City: **Washington** State: **DC** ZIP: **20036**

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:

22-0585

DO NOT USE THIS SPACE

04/12/2000 DMGUYEN 00000342 75900855

01 FC:481 40.00 OP

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.

Cory M. Amron
Name of Person Signing

Cory Amron
Signature

March 1, 2000
Date

Total number of pages including cover sheet, attachments, and

8

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FRONT STEP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF JANUARY, A.D. 2000, AT 4 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "DIGITAL MIDMARKET.COM, INC." TO "FRONT STEP, INC.", FILED THE TWENTIETH DAY OF JANUARY, A.D. 2000, AT 12 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE NINTH DAY OF FEBRUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3152954 8100H

0258095

001075469

AUTHENTICATION:

02-15-00

DATE:

TRADEMARK
REEL: 002048 FRAME: 0313

10:53

DIV OF CORPS - TECH SUPPORT → CT WILM

STATE OF DELAWARE
 SECRETARY OF STATE 002/003
 DIVISION OF CORPORATIONS
 FILED 04:00 PM 01/04/2000
 001005686 - 3152954

CERTIFICATE OF INCORPORATION
 OF
 DIGITAL MIDMARKET.COM, INC.
 (A Delaware Corporation)



FIRST: The name of the corporation is digital midmarket.com, inc.

SECOND: The address of the corporation's registered office in the State of Delaware is:

Corporation Trust Center
 1209 Orange Street
 County of New Castle
 Wilmington, Delaware 19801

The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1,500), all of which shall be common shares without par value.

FIFTH: The name and mailing address of the incorporator is:

Ivery D. Foreman, Esq.
 Vorys, Sater, Seymour and Pease LLP
 52 East Gay Street
 Columbus, Ohio 43215

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any

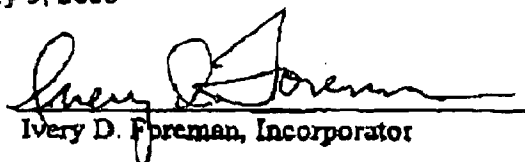
reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: No election of directors need be by written ballot.

NINTH: The original by-laws of the corporation shall be adopted by the incorporator. Thereafter, the by-laws may be altered, amended or repealed, and new by-laws may be adopted, by the affirmative vote of not less than a majority of the whole authorized number of directors; provided, however, that any by-law other than an initial by-law that provides for the division of the directors into classes having staggered terms may be adopted, altered, amended or repealed only by the stockholders.

TENTH: No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

Executed at Columbus, Ohio on January 3, 2000


Ivery D. Foreman, Incorporator

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 01/20/2000
001031522 - 3152954

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
DIGITAL MIDMARKET.COM, INC.



digital midmarket.com, inc., a corporation organized and existing under and by virtue of
the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, digital midmarket.com, inc., by
the unanimous written consent of its members, filed with the minutes of the Board a resolution
proposing and declaring advisable the following amendment to the Certificate of Incorporation of
said corporation:


RESOLVED, that the Certificate of Incorporation of digital midmarket.com, inc. be
amended by changing the First Article thereof so that, as amended, said Article shall be
and read as follows:

FIRST: The name of the corporation shall be Front
Step, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have
given unanimous written consent to said amendment in accordance with the provisions
of Section 228 of the General Corporation Law of the State of Delaware;

THIRD: That the aforesaid amendment was duly adopted in accordance with the
applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of
Delaware.

IN WITNESS WHEREOF, said digital midmarket.com, inc. has caused this certificate to be signed by Lawrence W. DeLeon, its Vice President, Secretary and Treasurer, this 2nd day of January, 2000.



By: Lawrence W. DeLeon
Its: Vice President, Secretary and Treasurer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 02/09/2000
001067273 - 3152954

CERTIFICATE OF MERGER

OF

**FRONT STEP, INC.,
A Delaware Corporation**

AND

**PROFIT SOLUTIONS, INCORPORATED,
A Minnesota Corporation**



It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are: (i) Front Step, Inc., which is incorporated under the laws of the State of Delaware; and (ii) Profit Solutions, Incorporated, which is incorporated under the laws of the State of Minnesota.

2. An Agreement and Plan of Merger, dated January 18, 2000, has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Front Step, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware, and by Profit Solutions, Incorporated in accordance with the laws of the State of Minnesota.

3. The surviving corporation in the merger herein certified is Profit Solutions, Incorporated, which will continue its existence as said surviving corporation under the laws of the State of Minnesota and under the name "Front Step, Inc."

4. The articles of incorporation of Profit Solutions, Incorporated shall be the articles of incorporation of the surviving corporation, except that ARTICLE I of the articles of incorporation of Profit Solutions, Incorporated, shall be deleted in its entirety and amended to read as follows:

ARTICLE I: The name of this corporation is Front Step, Inc.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

7600 Parklawn Avenue, Suite 360
Minneapolis, MN 55435
Attn: Rick Shapiro, Esq.

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of either of the aforesaid constituent corporations.


7. The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Front Step, Inc., as the non-surviving constituent corporation of the merger, as well as for enforcement of any obligation of said surviving corporation arising from the merger, including any suit or other proceeding to enforce the right, if any, of any stockholder of Front Step, Inc. as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

7600 Parklawn Avenue, Suite 360
Minneapolis, MN 55435
Attn: Rick Shapiro, Esq.


8. The merger shall be effective on the date of filing.

IN WITNESS WHEREOF, the Parties hereto have executed this certificate as of the dates set forth below their respective signatures.

Front Step, Inc.


By: Lawrence W. DeLeon
Its: Vice President, Secretary and Treasurer
Date: February 9, 2000

Profit Solutions, Incorporated


By: Susan Woelfel
Its: President
Date: February 9, 2000