

05-15-2000



101356774

4/26/00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

05/11/2000 JSHABAZZ 00000191 75277739

01 FD:491 40.00 CP
02 FD:482 25.00 CP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

REEL: 002070 FRAME: 0556

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Holly Coldiron

4/26/2000

Name of Person Signing

Signature

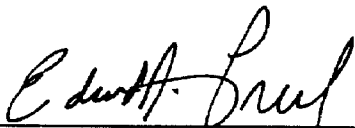
Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

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:

"PERFORMAWORKS, INC.", A NORTH CAROLINA CORPORATION,
WITH AND INTO "PERFORMAWORKS, INC." UNDER THE NAME OF
"PERFORMAWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE THIRD DAY OF DECEMBER, A.D. 1999, AT 9
O'CLOCK A.M.





Edward J. Freel, Secretary of State

3122175 8100M

001190461

AUTHENTICATION: 0381237

DATE: 04-13-00

TRADEMARK

REEL: 002070 FRAME: 0558

**CERTIFICATE OF MERGER
OF
PERFORMAWORKS, INC.
(a North Carolina corporation)
WITH AND INTO
PERFORMAWORKS, INC.
(a Delaware corporation)**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

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

<u>Name</u>	<u>State of Incorporation</u>
Performaworks, Inc.	Delaware (the "Surviving Corporation")
Performaworks, Inc.	North Carolina (the "Merging Corporation")

SECOND: That an Agreement and Plan of Merger between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation law of the State of Delaware.

THIRD: That upon consummation of the merger, the name of the Surviving Corporation of the merger will remain Performaworks, Inc.

FOURTH: That upon consummation of the merger, the Certificate of Incorporation of the Surviving Corporation will remain unchanged.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is Two Hanover Square, Suite 900, Raleigh, North Carolina 27601.

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

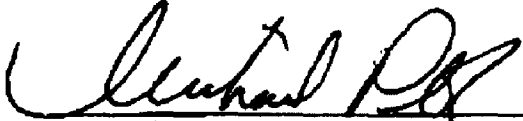
SEVENTH: The merger shall be effective at 9:00 a.m. local time on December 6, 1999.

EIGHTH: The total number of shares of stock which the corporation has authority to issue is Ten Million (10,000,000) shares, of which Eight Million (8,000,000) shares are Common Stock, no par value per share (the "Common"), and Two Million (2,000,000) shares are Preferred Stock, no par value per share (the "Preferred").

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed on the 3rd day of December, 1999.

PERFORMAWORKS, INC.

By: 
Michael Plant, President

H&M:49208.01

RECORDED: 04/26/2000

TRADEMARK
REEL: 002070 FRAME: 0561