

05-16-2000



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5.1.00

### 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**

Effective Date  
Month Day Year

#### 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  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.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

05/15/2000 DNGUYEN 00000381 024270 75622854

#### FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 75.00 CH

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

REEL: 002073 FRAME: 0804

**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)**

<input type="text" value="75/622854"/>	<input type="text" value="75/677471"/>	<input type="text"/>
<input type="text" value="75/677469"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/677470"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>

**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.

Monica B. Richman

Name of Person Signing



Signature

4/25/00

Date Signed

SCHEDULE OF TRADEMARKS

Application No.

Mark

75/622854

EB2BUY

75/677469

EB2B COMMERCE

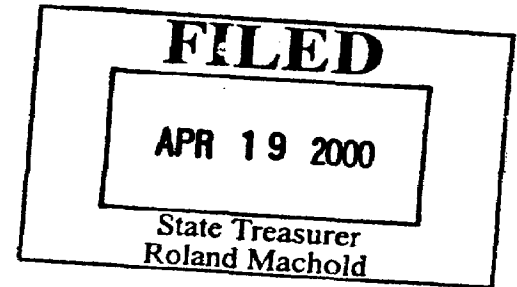
75/677470

EB2B

75/677471

EB2B.COM

**CERTIFICATE OF MERGER  
OF  
EB2B COMMERCE, INC.  
(a New Jersey Corporation)  
AND  
EB2B COMMERCE, INC.  
(a Delaware Corporation)**



To the Secretary of State  
of the State of New Jersey:

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are eB2B Commerce, Inc. (formerly known as DynamicWeb Enterprises, Inc.), a business corporation organized under the laws of the State of New Jersey ("DWEB"), and eB2B Commerce, Inc., a business corporation organized under the laws of the State of Delaware ("eCom").

2. DWEB will continue its existence as the surviving corporation under the name eB2B Commerce, Inc.

3. Annexed hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger, dated December 1, 1999, as amended by the Amendment No. 1 to Agreement and Plan of Merger, dated February 29, 2000, by and between DWEB and eCom (the "Plan of Merger"), for merging eCom with and into DWEB as approved by the Board of Directors of each of said corporations.

4. The number of shares of DWEB which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 4,084,850, all of which are shares of DWEB's Common Stock, par value \$.0001.

The number of the aforesaid shares which were voted for the Plan of Merger is 2,639,793, and the number of said shares which were voted against the same is 11,242. The date of said vote and approval was April 18, 2000.

5. The number of shares of eCom which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 2,678,000, of which 2,528,000 are shares of eCom's Common Stock, par value \$.001, and 150,000 of which are shares of eCom's Series A Preferred Stock, par value \$.001.

All of the shareholders entitled to vote of the aforesaid corporation approved the Plan of Merger pursuant to their written consents without a meeting of

shareholders; and the number of shares represented by such consents is 2,410,200. The date of said consents and approval was December 1, 1999.

6. The applicable provisions of the laws of the jurisdiction of organization of eCom relating to the merger of DWEB with and into eCom will have been complied with upon compliance with any of the filing and recording requirements thereof.

Executed on April 19, 2000.

EB2B COMMERCE, INC.,  
a New Jersey corporation

By: 

Steve Vanechanos, Jr.  
Chief Executive Officer

EB2B COMMERCE, INC.,  
a Delaware corporation

By: 

Peter J. Fiorillo  
Chief Executive Officer