

07-06-2000



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

Submission Type

- New
- Resubmission
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 OrderTrust LLC
Execution Date
Formerly

Month Day Year
09 27 1999

- Individual General Partnership Limited Partnership Corporation Association
- Other - Limited Liability Company
- Citizenship/State of Incorporation/Organization - Delaware

Receiving Party

Mark if additional names of receiving attached

Name OrderTrust, Inc.
DBA/AKA/TA
Composed of

Address (line 1) Advanced Technology Center
Address (line 2) 900 Chelmsford Street
Address (line 3) Lowell MA 01851-8207
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization - Delaware

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.)

07/05/2000 DNGUYEN 00000349 071700 75442066

01 FC:481 40.00 CH
02 FC:488 100.00 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

TRADEMARK
REEL: 002096 FRAME: 0977

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 (617) 570-1292

Name Miriam J. Rovner
Address (line 1) Goodwin, Procter & Hoar LLP
Address (line 2) Exchange Place
Address (line 3) 53 State Street
Address (line 4) Boston, MA 02109-2881

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

3

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)

75/442,066 75/468,872 75/772,558

Registration Number(s)

2,323,043 1,924,790

Number of Properties

Enter the total number of properties involved

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

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:

07-1700

Authorization to charge additional fees:

Yes

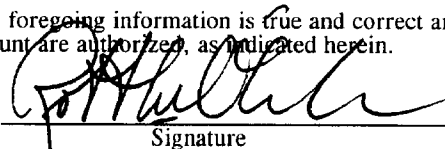
No

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.

Robert M. O'Connell, Jr.

Name and Person Signing


Signature

6 June 2000
Date Signed

Office of the Secretary of State

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:

"ORDERTRUST LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ORDERTRUST, INC." UNDER THE NAME OF "ORDERTRUST, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1999, AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0449499

DATE: 05-19-00

TRADEMARK
REEL: 002096 FRAME: 0979

CERTIFICATE OF MERGER

**OrderTrust LLC, a Delaware limited liability company
with and into
OrderTrust, Inc., a Delaware corporation
(filed pursuant to §264 of the General Corporation Law of Delaware)**

OrderTrust, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby CERTIFY:

1. That the name and state of organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Jurisdiction</u>
OrderTrust, Inc.	Delaware corporation
OrderTrust LLC	Delaware limited liability company

2. That an Agreement and Plan of Merger providing for the merger of OrderTrust LLC into the Corporation has been approved, adopted, certified, executed and acknowledged by each of the foregoing entities in accordance with §264 of the General Corporation Law of Delaware.

3. That the name of the surviving entity is OrderTrust, Inc.

4. The merger shall be effective upon the filing and acceptance of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Corporation during regular business hours, such address being 900 Chelmsford Street, Lowell, MA 01851. A copy of such Agreement and Plan of Merger will be furnished on request to any stockholder of the Corporation or any member of OrderTrust LLC at no cost.

6. The Certificate of Incorporation of the surviving Delaware corporation shall be its Certificate of Incorporation.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 09/27/1999
991405140 - 3023443

**IN WITNESS WHEREOF, OrderTrust, Inc. has caused this Certificate to be executed
as of the 27th of September, 1999.**

**ORDERTRUST, INC.
a Delaware corporation**

By: 
Name: James Daniell
Title: CEO