

08-17-2000



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

101437051

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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**RECORDATION FORM COVER SHEET
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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 (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.)

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01 FC:401
02 FC:402

40.00 OP
50.00 OP

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

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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:

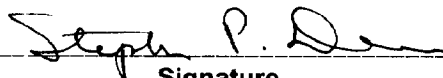
Yes

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.

Stephen P. Demm



July 21, 2000

Name of Person Signing

Signature

Date Signed

ARTICLES OF MERGER

merging

PORTAL CONNECT, INC.
(a Delaware corporation)

with and into

PCI MERGER SUB, INC.
(a Virginia corporation)

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

I.

The Plan of Merger and Liquidation (the "Plan") attached hereto as Exhibit A provides for the merger (the "Merger") of Portal Connect, Inc., a Delaware corporation (the "Merged Corporation"), with and into PCI Merger Sub, Inc., a Virginia corporation (the "Surviving Corporation"). The Plan constitutes the "plan of merger" for the purposes of Article 12 of the Virginia Stock Corporation Act.

II.

The Surviving Corporation resulting from the Merger shall, as a result of and at the effective time of the Merger as set forth in these Articles of Merger, conduct its business under the name "Portal Connect, Inc."

III.

The sole shareholder of the Merged Corporation approved the Plan as of April 7, 2000 by unanimous written consent. The Surviving Corporation is a wholly-owned subsidiary of the Merged Corporation. Pursuant to Section 13.1-719 of the Code of Virginia, approval of the Plan was not required by the shareholders of the Surviving Corporation.

IV.


The Merger is permitted by the Delaware General Corporation Law under whose laws the Merged Corporation is incorporated. The Merged Corporation has complied with the Delaware General Corporation Law in effecting the Merger.

V.


The certificate of merger issued by the State Corporation Commission of Virginia in connection with the Merger shall become effective at 11:59 pm, EST on April 14, 2000.

The undersigned, Frederick C. Foley and Frederick C. Foley, respectively, of the Merged Corporation and the Surviving Corporation, declares that the facts herein stated are true as of April 11, 2000.

PCI MERGER SUB, INC.,
a Virginia corporation

By: 
Name: Frederick C. Foley
Title: CEO

PORTAL CONNECT, INC.,
a Delaware corporation

By: 
Name: Frederick C. Foley
Title: CEO

#: 503930

PLAN OF MERGER

of

**PORTAL CONNECT, INC.,
a Delaware corporation,**

with and into

**PCI MERGER SUB, INC.,
a Virginia corporation**

THIS PLAN OF MERGER, dated as of April 11, 2000, is by and between PORTAL CONNECT, INC., a Delaware corporation (the "Merged Corporation"), and PCI MERGER SUB, INC., a Virginia corporation (the "Company").

A. The Company is a wholly-owned subsidiary of the Merged Corporation.

B. The Board of Directors of each of the Company and the Merged Corporation have approved the merger of Merged Corporation with and into the Company by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, Merged Corporation and the Company agree as follows:

Section 1. Merger. Pursuant to the terms and conditions of this Plan of Merger (the "Plan of Merger"), the Merged Corporation shall, upon the issuance of a certificate of merger by the State Corporation Commission of the Commonwealth of Virginia (the time of such issuance being referred to herein as the "Effective Time"), be merged (the "Merger") with and into the Company, in accordance with the provisions of, and with the effects provided in, Article 12 of the Virginia Stock Corporation Act (the "VSCA") and Section 253 of the Delaware General Corporation Law (the "DGCL"). The Company shall be, and shall continue as, the surviving corporation (the "Surviving Corporation") in the Merger and the separate corporate existence of the Merged Corporation shall cease.

Section 2. Effects of the Merger. The Merger shall have the effects set forth in Section 13.1-721 of the VSCA and Section 253 of the DGCL.

Section 3. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Company as in effect at the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation until changed or amended in accordance with applicable law.

Section 4. Conversion of Shares.

- A. At the Effective Time, each issued and outstanding share of capital stock of the Merged Corporation shall, by virtue of the Merger and without any action on the part of the Company or the Merged Corporation, be converted into ten (10) shares of common stock, par value \$0.01 per share, of the Surviving Corporation.
- B. At the Effective Time, the certificate representing the issued and outstanding shares of Common Stock of the Surviving Corporation shall be tendered to the Surviving Corporation by the Merged Corporation and such certificate shall be canceled.


Section 5. Name Change. As of the Effective Time, the name of the Surviving Corporation shall be changed to Portal Connect, Inc.

Section 6. Amendment. At any time before the Effective Time, this Plan of Merger may be amended, provided that any such amendment is approved by the Board of Directors of the Company.


[Signatures Appear on Following Page]

IN WITNESS WHEREOF, the Merged Corporations and the Company have caused the Plan to be executed as of the day and year first written above.

PCI MERGER SUB, INC.,
a Virginia corporation

By: 
Name: Frederick C. Foley
Title: CFO

PORTAL CONNECT, INC.,
a Delaware corporation

By: 
Name: Frederick C. Foley
Title: CFO

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 OWNERSHIP, WHICH MERGES:

"PORTAL CONNECT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PCI MERGER SUB, INC." UNDER THE NAME OF
"PORTAL CONNECT, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED
IN THIS OFFICE THE FOURTEENTH DAY OF APRIL, A.D. 2000, AT 4:30
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
KENT COUNTY RECORDER OF DEEDS.



3218176 8100M

001193772

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0401540

DATE: 04-26-00

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CERTIFICATE OF OWNERSHIP AND MERGER

merging
PORTAL CONNECT, INC.
with and into
PCI MERGER SUB, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Portal Connect, Inc., a corporation organized and existing under the laws of the state of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation is incorporated pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation owns all of the outstanding shares of each class of capital stock of PCI Merger Sub, Inc., a Virginia corporation ("Merger Sub").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof dated April 3, 2000, filed with the minutes of the Board, pursuant to Section 141 of the Delaware General Corporation Law, determined to and, effective as of 11:59 pm, EST on April 14, 2000, does merge with and into the Merger Sub.


RESOLVED, that the Corporation merge into the Merger Sub, a wholly-owned subsidiary of the Corporation, effective as of 11:59 pm, EST on April 14, 2000 (the "Effective Time") pursuant to the terms and conditions in the Plan of Merger dated April 11, 2000, which is attached hereto as Exhibit A:

RESOLVED, that the Corporation resulting from the merger shall, as a result of and at the Effective Time as set forth in this Certificate of Ownership and Merger, assume all of the liabilities and obligations of the Corporation and conduct its business under the name "Portal Connect, Inc.;"

RESOLVED, that the officers of the Corporation be and each of them acting alone hereby is authorized by and on behalf of the Corporation to make, execute and deliver, and the Secretary or any Assistant Secretary be and each hereby is authorized to attest, a Certificate of Ownership and Merger, Articles of Merger and such other related certificates, articles, plans, agreements or instruments, which may set forth a copy of these resolutions providing for the merger of Portal Connect, Inc. into the Corporation; to cause said Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware; to cause a certified copy to be recorded in the office of the Recorder of Deeds of the County of New Castle; to cause said Articles of Merger to be filed with the State Corporation Commission of the Commonwealth of Virginia; and to do all acts and things, whatsoever, whether within or without the State of Delaware or the Commonwealth of Virginia, which may be in any way necessary or appropriate to effect said merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Frederick C. Foley, its authorized officer, this 11th day of April, 2000.

PORTAL CONNECT, INC.

BY: 
Name: Frederick C. Foley
Title: CFO

503941

EXHIBIT A

PLAN OF MERGER

of

PORTAL CONNECT, INC.,
a Delaware corporation,

with and into

PCI MERGER SUB, INC.,
a Virginia corporation

THIS PLAN OF MERGER, dated as of April 11, 2000, is by and between PORTAL CONNECT, INC., a Delaware corporation (the "Merged Corporation"), and PCI MERGER SUB, INC., a Virginia corporation (the "Company").

A. The Company is a wholly-owned subsidiary of the Merged Corporation.

B. The Board of Directors of each of the Company and the Merged Corporation have approved the merger of Merged Corporation with and into the Company by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, Merged Corporation and the Company agree as follows:

Section 1. MERGER. Pursuant to the terms and conditions of this Plan of Merger (the "Plan of Merger"), the Merged Corporation shall, upon the issuance of a certificate of merger by the State Corporation Commission of the Commonwealth of Virginia (the time of such issuance being referred to herein as the "Effective Time"), be merged (the "Merger") with and into the Company, in accordance with the provisions of, and with the effects provided in, Article 12 of the Virginia Stock Corporation Act (the "VSCA") and Section 253 of the Delaware General Corporation Law (the "DGCL"). The Company shall be, and shall continue as, the surviving corporation (the "Surviving Corporation") in the Merger and the separate corporate existence of the Merged Corporation shall cease.

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- A. At the Effective Time, each issued and outstanding share of capital stock of the Merged Corporation shall, by virtue of the Merger and without any action on the part of the Company or the Merged Corporation, be converted into ten (10) shares of common stock, par value \$0.01 per share, of the Surviving Corporation.
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[Signatures Appear on Following Page]

IN WITNESS WHEREOF, the Merged Corporations and the Company have caused the Plan to be executed as of the day and year first written above.

PCI MERGER SUB, INC.,
a Virginia corporation

By: 
Name: Frederick C. Foley
Title: CFO

PORTAL CONNECT, INC.,
a Delaware corporation

By: 
Name: Frederick C. Foley
Title: CFO

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

April 14, 2000

The State Corporation Commission finds the accompanying articles submitted on behalf of

PORTAL CONNECT, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

PORTAL CONNECT, INC.

is merged into PORTAL CONNECT, INC. (formerly PCI MERGER SUB, INC.), which continues to exist under the laws of VIRGINIA with the name PORTAL CONNECT, INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on April 14, 2000 at 11:59 PM.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0352
00-04-14-0505

RECORDED: 07/24/2000

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