

09-08-2000



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Docket No.:

41526.410.23

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To the Honorable Commissioner of Patents and Trademarks 101452887

attached original documents or copy thereof.

1. Name of conveying party(ies):

MarketKnowledge, Inc.  
124 NW Hawthorne Avenue  
Bend, Oregon 97701

- Individual(s)
- General Partnership
- Corporation-State Oregon
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 2, 2000

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

Name: MarketKnowledge, Inc.  
Internal Address: Anderson Lakes Center, Suite 220  
Street Address: 9855 West 78th Street  
City: Eden Prairie State: MN ZIP: 55344

- 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  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

75/583,718  
75/583,744

Additional numbers

B. Trademark Registration No.(s)

Yes  No

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

Name: Scott P. Sullivan  
Internal Address: Fredrikson & Byron, P.A.  
1100 International Centre  
Street Address: 900 Second Avenue South  
City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1910

09/07/2000 KTHA11 00000283 75583718

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 25.00 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.

Scott P. Sullivan

Name of Person Signing

Scott P. Sullivan  
Signature

8/11/00  
Date

Total number of pages including cover sheet, attachments, and

7

P. 2 – Recordation Form Cover Sheet – Trademarks Only

1. Additional name(s) of conveying party(ies):

MK Acquisition, Inc., a Delaware corporation

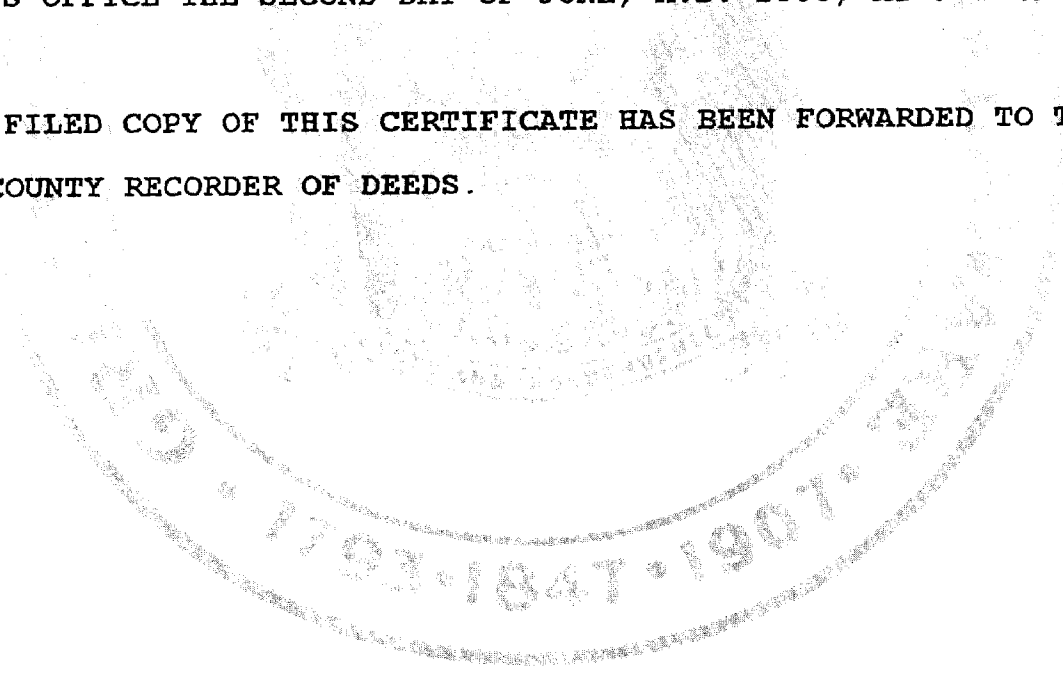
State of Delaware  
Office of the Secretary of State

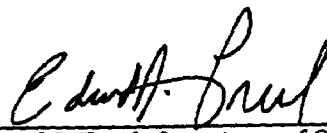
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MARKETKNOWLEDGE, INC.", A OREGON CORPORATION,  
WITH AND INTO "MK ACQUISITION, INC." UNDER THE NAME OF  
"MARKETKNOWLEDGE, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK  
A.M.

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



  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0475852

DATE: 06-02-00

TRADEMARK  
REEL: 002130 FRAME: 0869

**CERTIFICATE OF MERGER  
OF  
MARKETKNOWLEDGE, INC., an Oregon Corporation  
INTO  
MK ACQUISITION, 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 pursuant to the provisions of Section 252 of the Delaware General Corporation Law as follows:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follow:

<u>Name</u>	<u>State of Incorporation</u>
MarketKnowledge, Inc.	Oregon
MK Acquisition, Inc.	Delaware

SECOND: That an Agreement and Plan of Reorganization between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is MK Acquisition, Inc., which upon the merger will change its name to "MarketKnowledge, Inc."

FOURTH: That the Certificate of Incorporation of MK Acquisition, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Reorganization is on file at the office of the surviving corporation. The address of such office of the surviving corporation is MarketKnowledge, Inc., Anderson Lakes Center 9855 West 78th Street, Suite 220, Eden Prairie, MN 55344.

SIXTH: That a copy of the Agreement and Plan of Reorganization will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of MarketKnowledge, Inc., an Oregon corporation, consists of 20,000,000 shares of Common Stock, no par value.

EIGHTH: The effective date of the merger is upon filing of this Certificate with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors and sole stockholder of MK Acquisition, Inc. this 2<sup>nd</sup> day of June, 2000.

MK ACQUISITION, INC.

By   
Its: CEO

Jeffrey McCandless

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