

09-18-2000



COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

8-18-00

Tab settings

101460029

To the Honorable Commissioner:

Send the attached original documents or copy thereof.

1. Name of conveying party(ies):

Cytation.com Incorporated



08-18-2000

U.S. Patent & TMO/TM Mail Rpt. Dt. #40

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: November 16, 1999

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

Name: CollegeLink.com Incorporated

Internal Address:

Street Address: 55A Hammarlund Way

City: Middletown State: RI ZIP: 02842

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/498,108

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Cleary & Komen, LLP

Internal Address:

Street Address: 600 Pennsylvania Avenue Suite 200

City: Washington State: DC ZIP: 20003

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

If check is not attached, please deposit Account No. 02-4500. (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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.

J. Michael Cleary
Name of Person Signing

J. Michael Cleary
Signature

8-17-00
Date

Total number of pages comprising cover sheet:

TRADEMARK

REEL: 002136 FRAME: 0589

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:

"CYTATION.COM INCORPORATED", A NEW YORK CORPORATION, WITH AND INTO "COLLEGELINK.COM INCORPORATED" UNDER THE NAME OF "COLLEGELINK.COM INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF NOVEMBER, A.D. 1999, AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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COLLEGELINK.COM INCORPORATED 0417952

DATE: 05-04-00

TRADEMARK
REEL: 002136 FRAME: 0590

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CYTATION.COM INCORPORATED
(a New York corporation)

INTO

COLLEGELINK.COM INCORPORATED
(a Delaware corporation)

Pursuant to Section 253 of the
Delaware General Corporation Law

Cytation.com Incorporated, a corporation organized and existing under the laws of New York, ("Cytation") does hereby certify as follows:

1. That this corporation was incorporated on the 2nd day of April, 1969, pursuant to the New York Business Corporation Law, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of New York.
2. That this corporation owns all the issued and outstanding capital stock of CollegeLink.com Incorporated, a corporation incorporated on the 1st day of November, 1999, pursuant to the Delaware General Corporation Law ("CollegeLink").
3. That the directors of this corporation, by the following resolutions of its Board of Directors duly adopted at a meeting of the Board of Directors on November 11, 1999, determined to merge itself into said CollegeLink (the "Merger"):

RESOLVED: That the Board of directors deems it advisable and in the best interests of the Corporation for the Corporation to enter into an Agreement and Plan of Merger, a copy of which has been presented to and reviewed by the Directors and is hereby ordered filed with the minutes of this meeting (the "Merger Agreement"), pursuant to which, among other things, (i) the Corporation will be merged with and into CollegeLink.com Incorporated, a Delaware corporation and wholly owned subsidiary of the Corporation ("CollegeLink"), with CollegeLink continuing as the surviving

corporation; and (ii) shares of CollegeLink will be issued to the shareholders of the Corporation upon surrender of any certificates therefor at the rate of one (1) share of the common stock of CollegeLink for each share of common stock of the Corporation, one (1) share of the Series A Convertible Preferred Stock of CollegeLink for each share of Series A Convertible Preferred Stock of the Corporation, one (1) share of the Series B Convertible Preferred Stock of CollegeLink for each share of Series B Convertible Preferred Stock of the Corporation, and one (1) share of the Series C Convertible Preferred Stock of CollegeLink for each share of Series C Convertible Preferred Stock of the Corporation;

RESOLVED: That the form, terms and provisions of the Merger Agreement, and the transactions contemplated thereby, be, and they hereby are, authorized, adopted and approved; and that the President and Secretary of the Corporation be, and they hereby are, authorized to execute and deliver, for and on behalf of the Corporation and in its name, the Merger Agreement, with such changes, additions, modifications, and deletions thereto as the President may approve, such officers' execution thereof to be conclusive evidence of such approval and of the authorization thereof by this Board of Directors.

RESOLVED: That the Merger Agreement be submitted to the stockholders of the Corporation for their consideration and approval;

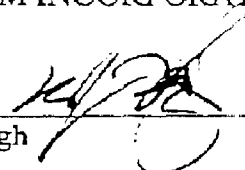
RESOLVED: That upon approval of the Merger Agreement by such stockholders, the Corporation merge with and into CollegeLink (the "Merger"), effective as of the filing of the necessary documents with the states of New York and Delaware, pursuant to Sections 905 and 907 of the New York Business Corporation Law, Section 253 of the Delaware General Corporation Law and the Merger Agreement; and

RESOLVED: That officers of the Corporation be, and they hereby are, without further authorization of the Board of Directors, severally authorized, for and on behalf of the Corporation and in its name, to execute and deliver any and all documents required to consummate the Merger, including, but not limited to, a Certificate of Ownership and Merger for filing with the Secretary of State of the State of Delaware and a Certificate of Merger for filing with the Department of State of the State of New York, and, in connection therewith, to take any and all such actions and to execute, with a corporate seal if deemed desirable, and deliver any and all other agreements, instruments, documents, opinions, certificates and/or other writings as the officer so acting shall deem appropriate and desirable to carry into effect the foregoing Resolutions or any part or parts thereof; and that the taking of any such action and the execution of any such writing shall be conclusive evidence that the action so taken or the writing or writings so executed were authorized by this Resolution.

4. That the proposed Merger has been adopted, approved, certified, executed and acknowledged by Cytation in accordance with the laws of the State of New York, under which Cytation was organized.

IN WITNESS WHEREOF, Cytation has caused this Certificate of Ownership and Merger to be executed in its name on November 15, 1999.

CYTATION.COM INCORPORATED

By:  _____
Kevin J. High
President

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