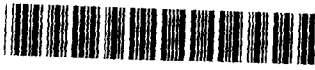


09-22-2000

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101466614

Attorney Docket No.: 9746-GP

To the Honorable Commissioner of Patent and Trademarks: Please record the attached original documents or copy thereof.



1. Name of conveying party(ies):

Videocom, Inc. and  
Wire21, Inc.

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

Wire21, Inc.  
P.O. Box 731  
Clarksville, MD 21029

3. Nature of conveyance:

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

Execution Date: August 15, 2000

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached:  Yes;  No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):  
74/732,785  
75/912,663  
75/912,749

B. Trademark Registration No.(s):  
2,249,872

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

Joel S. Goldhammer  
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.  
One Commerce Square  
2005 Market Street, 22nd Floor  
Philadelphia, PA 19103-7086  
Telephone: 215-965-1200  
Facsimile: 215-965-1210  
E-Mail: jgoldhammer@akingump.com

6. Total number of applications and registrations involved: [4]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00  
3 x \$25.00 = \$ 75.00

Attached is our check for \$115.00

8. Please use Deposit account number: 50-1017 for any additional costs.

DO NOT USE THIS SPACE

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.

Joel S. Goldhammer  
Name of Person

*Joel S. Goldhammer*  
Signing Signature

8-30-00  
Date

Total number of pages including cover sheet, attachments and document: [4]

19/21/2000 MTHAI1 00000307 74732785

1 FC-401  
2 FC-402  
U.S. Patent and Trademark Office, 0651-0011 (exp. 4/94)

40.00 DP  
75.00 DP

FILED # C2255-00

AUG 17 2000

IN THE OFFICE OF  
*Wm. Hill*  
DEAN FOR THE COUNTY OF STATE

ARTICLES OF MERGER OF

WIRE21, INC., a Nevada Corporation

and

VIDEOCOM, INC., a Pennsylvania Corporation

~~VIDEOCOM, INC., a Pennsylvania Corporation~~

and

VIDEOCOM, INC., a Pennsylvania Corporation

WIRE21, INC., a Nevada Corporation, and VIDEOCOM, INC., a Pennsylvania Corporation (hereinafter referred to as "the Constituent Corporations"), have adopted the following Articles of Merger for the purposes of merging VIDEOCOM, INC., a Pennsylvania corporation, into WIRE21, INC., a Nevada Corporation (hereinafter the "Surviving Corporation"), generally pursuant to N.R.S. Chapter 92A.

WHEREAS, the said WIRE21, INC. is a corporation of the State of Nevada, as will appear by reference to its Articles of Incorporation, dated the 27th day of January, 2000, duly filed in the office of the Secretary of State of Nevada; and,

WHEREAS, the said VIDEOCOM, INC. (formerly ABRAHAM COMMUNICATIONS) is a corporation of the State of Pennsylvania, as will appear by reference to its Articles of Incorporation dated the 5th day of January, 1992, duly filed in the office of the Secretary of State of Pennsylvania; and,

WHEREAS, the said VIDEOCOM, INC., a Pennsylvania corporation, has an authorized capital stock of TEN MILLION (10,000,000) SHARES of NO PAR VALUE, of which said capital stock FIVE MILLION, FOUR HUNDRED EIGHTY-SEVEN THOUSAND FIVE HUNDRED (5,487,500) SHARES have been issued as of this date; and,

WHEREAS, WIRE21, INC., a Nevada Corporation, is the holder of FIVE MILLION ONE HUNDRED THOUSAND (5,100,000) SHARES of VIDEOCOM, INC., a Pennsylvania Corporation, duly issued, thereby making WIRE21, INC., a Nevada Corporation, the parent of VIDEOCOM, INC., a Pennsylvania Corporation, the subsidiary of WIRE21, INC., a Nevada Corporation, as provided by N.R.S. Sec. 92A.180; and,

WHEREAS, each of the Constituent Corporations, to-wit: WIRE21, INC., a Nevada Corporation, and VIDEOCOM, INC., a Pennsylvania Corporation, has power and authority under the General Corporation Law of the States of Nevada and Pennsylvania to merge with each other;

**BE IT HENCEFORTH KNOWN THAT PURSUANT TO RESOLUTION OF THE DIRECTORS OF EACH OF THE CONSTITUENT CORPORATIONS:**

1. On and after the effective date of this Merger, the corporate identity, existence, purposes, powers, certificates, permit, and rights of WIRE21, INC., a Nevada Corporation, shall continue unaffected and unimpaired as the Surviving Corporation, and the separate existence of VIDEOCOM, INC., a Pennsylvania corporation shall be merged into WIRE21, INC., a Nevada Corporation.

2. The complete executed Plan of Merger that has been adopted and approved by the Directors of each of the Constituent Corporations in the manner prescribed by law is on file at the registered office of WIRE21, INC., the Surviving Corporation.

A copy of the Plan of Merger will be furnished by WIRE21, INC., the Surviving Corporation, on request and without cost, to any Stockholder of the Constituent Corporations which are parties to the Merger.

3. For each of the Constituent Corporations, approval of the Stockholders was not required.

4. The Merger shall be effective upon filing these Articles of Merger with the Secretary of the State of Nevada.

DATED this 15 day of August, 2000.

VIDEOCOM, INC.,  
a Pennsylvania Corporation

By: Charles Abraham  
CHARLES ABRAHAM  
President

By: Charles Abraham  
CHARLES ABRAHAM  
Secretary

WIRE21, INC.,  
a Nevada Corporation

By: Charles Abraham  
CHARLES ABRAHAM  
President

By: Andrea Abraham  
ANDREA ABRAHAM  
Secretary

**ACKNOWLEDGEMENTS**

STATE OF Maryland )  
: ss.  
County of Howard )

BE IT REMEMBERED, that on the 15 day of August, 2000, personally came before me, a Notary Public in and for the State and County aforesaid, CHARLES ABRAHAM, who acknowledged to me that he is the President and Secretary, respectively, of VIDEOCOM, INC., a corporation existing under the laws of the State of Pennsylvania, party to these Articles, known to me personally to be such, and further acknowledged the said Articles to be his act and deed and the act and deed of said Corporation; and his act of executing, acknowledging, and filing said Articles was duly authorized by resolution of the Board of Directors of said Corporation.

WITNESS my hand and official seal the day and year first above written.

  
NOTARY PUBLIC (SEAL)

WILLIAM J. SOLARI, JR.  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires September 3, 2001

STATE OF Maryland )  
: ss.  
County of Howard )

BE IT REMEMBERED, that on the 15 day of August, 2000, personally came before me, a Notary Public in and for the State and County aforesaid, CHARLES ABRAHAM and ANDREA ABRAHAM, who acknowledged to me that they are the President and Secretary, respectively, of WIRE21, INC., a corporation existing under the laws of the State of Nevada, party to these Articles, known to me personally to be such, and further acknowledged the said Articles to be their act and deed and the act and deed of said Corporation; and their act of executing, acknowledging, and filing said Articles was duly authorized by resolution of the Board of Directors of said Corporation.

WITNESS my hand and official seal the day and year first above written.

  
NOTARY PUBLIC (SEAL)

WILLIAM J. SOLARI, JR.  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires September 3, 2001

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