



09-18-2000

10-12-2000

U.S. Patent & TMO/TM Mail RcptDt. #10



101485644

WED 9-18-00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
4 01 1999
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Proxy Monitor Inc., The Execution Date
Month Day Year
4 01 1999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization State of New York

Receiving Party

Mark if additional names of receiving parties attached

Name Proxy Monitor Inc., The

DBA/AKA/TA _____

Composed of _____

Address (line 1) 61 Broadway

Address (line 2) Suite 2330

Address (line 3) New York New York 10006
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization State of Delaware

FOR OFFICE USE ONLY

10/11/2000 MTHA11 00000197 2313440

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Mail documents to be recorded with required cover sheet(s) information to:
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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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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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.

Christopher B. Branson

Name of Person Signing

Signature

9-13-00

Date Signed

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 MERGER, WHICH MERGES:

"THE PROXY MONITOR INC.", A NEW YORK CORPORATION,
WITH AND INTO "THE PROXY MONITOR INC." UNDER THE NAME OF
"THE PROXY MONITOR INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK
A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3018063 8100M

991128007

AUTHENTICATION: 9665797

DATE: 04-01-99

TRADEMARK
REEL: 002154 FRAME: 0072

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/01/1999
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STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
DOMESTIC CORPORATION
AND
FOREIGN CORPORATION

Pursuant to Section 252(c)
of the Delaware General Corporation Law

The undersigned corporation hereby certifies as follows:

FIRST: The name of the surviving corporation is THE PROXY MONITOR INC., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is THE PROXY MONITOR INC., a New York corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is THE PROXY MONITOR INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware company is 100,000 shares of common stock with a par value of \$0.01.

SIXTH: The merger is to become effective on April 1, 1999.

SEVENTH: The Agreement of Merger is on file at 61 Broadway, Suite 2330, New York, NY, 10006, the place of business of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without costs, to any stockholder of the constituent corporations.

WHEREFORE, said surviving corporation has caused this Certificate to be signed by an authorized officer, this 29th day of March, 1999.

THE PROXY MONITOR INC.

By: 
Authorized Officer

Name: Robert C.S. Monks

Title: Chairman

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