

10-26-2000



101497219

RECORDATION FORM COVER SHEET

OCT 11

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

10-11-00

- 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

Execution Date
Month Day Year

Name network intelligence, inc.

08152000

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Texas

Receiving Party

Mark if additional names of receiving parties attached

Name nii Communications, Ltd.

DBA/AKA/TA

Composed of

Address (line 1) 1717 North Loop 1604 East

Address (line 2) Suite 250

Address (line 3) San Antonio TX 78232
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 Texas

FOR OFFICE USE ONLY

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

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" value="76034395"/>	<input type="text" value="76034394"/>	<input type="text" value="76034393"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76034374"/>	<input type="text" value="76034373"/>	<input type="text" value="76034372"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Name of Person Signing Signature Date Signed

**ARTICLES OF MERGER
OF
network intelligence, inc.
(a Texas corporation)
WITH AND INTO
nii communications, Ltd.
(a Texas limited partnership)**

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act (the "TBCA") and Section 2.11 of the Texas Revised Limited Partnership Act ("TRLPA"), **nii communications, Ltd.**, a Texas limited partnership, and **network intelligence, inc.**, a Texas corporation, hereby adopt the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Article 5.04 of the TBCA and Section 2.11 of the TRLPA.

1. The name of each of the constituent entities, the type of such corporation or other entity and the laws under which such corporation or other entity was organized are as follows:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State</u>
network intelligence, inc.	Corporation	Texas
nii communications, Ltd.	Limited Partnership	Texas

2. A Plan of Merger (the "Plan") was approved and adopted by the Board of Directors and the holders of all of the shares of common stock of network intelligence, inc. in accordance with Article 5.03 of the TBCA and adopted by the sole General Partner and the sole Limited Partner of nii communications, Ltd. in accordance with Section 2.11 of the TRLPA providing for the merger (the "Merger") of network intelligence, inc., a Texas corporation (the "Acquired Company"), with and into nii communications, ltd., a Texas limited partnership (the "Limited Partnership"), and resulting in the Limited Partnership being the surviving entity (the "Surviving Entity").

3. An executed copy of the Plan is on file at the principal place of business of the Limited Partnership, 1717 North Loop 1604 East, Suite 250, San Antonio, Texas 78232 and a copy of the Plan will be furnished by such entity, on written request without cost, to any shareholder of the Acquired Company, and to any creditor or obligee of the Acquired Company or the Limited Partnership at the time of the Merger if such obligation is then outstanding.

4. A copy of the Plan has been provided to the sole General Partner and the sole Limited Partner of the Limited Partnership at least 20 days before the Merger is effective.

5. The Plan and the performance of its terms were duly authorized by all action on the part of the Acquired Company and the Limited Partnership required by the laws of the state of Texas under which each of the Acquired Company and the Limited Partnership was formed or organized and its constituent documents.

6. As to each undersigned domestic corporation, the approval of whose shareholders is required, the number of outstanding shares of each class or series of such corporation entitled to vote, with other shares or as a class, on the Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
network intelligence, inc.	2,056,037	Common	N/A

7. The Plan has been approved by the Acquired Company by unanimous written consent adopted by all its shareholders.

8. The Plan provides that the Surviving Entity shall assume responsibility for any franchise taxes or franchise tax returns required to be paid or filed, as the case may be, by the Acquired Company.

9. No amendments or changes will be effected by the Merger to the certificate of limited partnership of the surviving Limited Partnership.


10. The Merger shall be effective August 18, 2000.

[remainder of page intentionally left blank]


Dated: Aug. 15, 2000

nii communications, ltd.

By: nii communications gp, LLC, its sole general partner

By: 
Richard E. Burk, its President

network intelligence, inc.

By: 
Richard E. Burk, its President