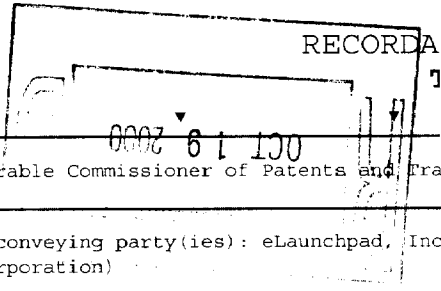


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11-02-2000

U.S. DEPARTMENT OF COMMERCE
Patents and Trademarks Office



101503197

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

1. Name of conveying party(ies): eLaunchpad, Inc. (a Delaware corporation)

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

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

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

Name: eLaunchpad Accelerator, LLC

Street Address: 1050 Crown Pointe Pkwy., Suite 1700

City Atlanta State GA Zip 30338

Individual(s) Citizenship _____

National Banking Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Georgia limited liability company

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation must be a separate document from Assignment)

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

3. Nature of Conveyance:

Assignment
 Security Agreement
 Merger
 Change of Name
 Other _____

Execution Date: September 12, 2000

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

A. Trademark Application No.(s) 76/116,424 (EXPRESSLAUNCH); and 76/117,463 (ELAUNCHPAD ACCELERATOR)

Additional numbers attached? Yes No

B. Trademark No.(s)

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

Mitra N. Vahdat
 Miller & Martin LLP
 1000 Volunteer Building
 832 Georgia Ave.
 Chattanooga, TN 37402-2289
 (404) 962-6461

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65

Enclosed Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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.

10/17/2000 Date Mitra N. Vahdat Signature Mitra N. Vahdat Name of Person Signing

Total number of pages including cover sheet: 5

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002570136
CONTROL NUMBER : 0039468
EFFECTIVE DATE : 09/12/2000
REFERENCE : 0045
PRINT DATE : 09/13/2000
FORM NUMBER : 441

CAROL I. MCEWEN
MILLER & MARTIN LLP
1275 PEACHTREE ST., 7TH FLOOR
ATLANTA GA 303093576

CERTIFICATE OF MERGER

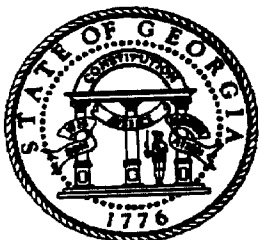
I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.


Surviving Entity:

ELAUNCHPAD ACCELERATOR, LLC, A GEORGIA LIMITED LIABILITY COMPANY

Nonsurviving Entity/Entities:

ELAUNCHPAD, INC., A DELAWARE CORPORATION




CATHY COX
SECRETARY OF STATE

ARTICLES OF MERGER OF
eLaunchpad, Inc.,
a Delaware corporation,
with and into
eLaunchpad Accelerator, LLC,
a Georgia limited liability company

Pursuant to the provisions of Section 14-11-904 of the Georgia Code (the "Code"), the undersigned entity files these Articles of Merger:

FIRST, The names of the entities merging and the name of the surviving entity are as follows:

- a. The merging entities are eLaunchpad, Inc., a Delaware corporation ("eLaunchpad, Inc."), and eLaunchpad Accelerator, LLC, a Georgia limited liability company ("eLaunchpad Accelerator"); and
- b. eLaunchpad Accelerator shall be the surviving entity (the "Surviving Entity");

SECOND, An executed plan of merger ("Merger") is on file at the principal place of business of the Surviving Entity, which is 1050 Crown Pointe Parkway Suite 1700 Atlanta, Georgia 30338;

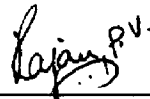
THIRD, A copy of the Merger will be furnished by the Surviving Entity upon request and without cost to any member or shareholder of any constituent entity;

FOURTH, The shareholders and board of directors of eLaunchpad, Inc. duly approved the merger on September 11, 2000; and

FIFTH, The members and directors of eLaunchpad Accelerator duly approved the merger on September 11, 2000.

IN WITNESS WHEREOF, the Surviving Entity causes this Certificate of Merger to be executed in its name by its President this 12th day of September, 2000.

eLaunchpad Accelerator, LLC

By: 
Palaniswamy Rajan, President

592098.1 / 93004.0001

RECORDED: 10/19/2000

**TRADEMARK
REEL: 002166 FRAME: 0055**