

11-09-2000



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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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name ASD Systems, Inc.

10/9/2000

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization TX

Receiving Party

Mark if additional names of receiving parties attached

Name Ascendant Solutions, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 3737 Grader Street

Address (line 2) Suite 110

Address (line 3) Barland TX 75041
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 DE

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

TRADEMARK
REEL: 002171 FRAME: 0048

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)

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



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

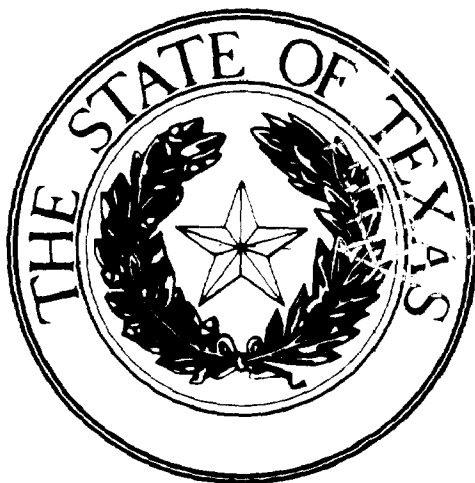
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

ASD SYSTEMS, INC.
a Texas corporation
with
ASCENDANT SOLUTIONS, INC.
a Delaware corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed October 19, 2000

Effective October 19, 2000



Elton Bomer
Secretary of State

TRADEMARK
REEL: 002171 FRAME: 0050

FILED
in the Office of the
Secretary of State of Texas

OCT 19 2000

Corporations Section

**ARTICLES OF MERGER
OF
ASD SYSTEMS, INC.
(a Texas corporation)
WITH AND INTO
ASCENDANT SOLUTIONS, INC.
(a Delaware corporation)**

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act (the "Act"), **ASD SYSTEMS, INC.**, a Texas corporation (the "Corporation"), and **ASCENDANT SOLUTIONS, INC.**, a Delaware corporation and wholly owned subsidiary of the Corporation (the "Subsidiary"), hereby adopt the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Article 5.16 of the Act.

1. The name of the parent corporation is **ASD Systems, Inc.**
2. The name of the wholly owned subsidiary corporation is **Ascendant Solutions, Inc.**
3. The jurisdiction under which the Corporation and the Subsidiary are organized is as follows:

<u>Name</u>	<u>Type of Organization</u>	<u>Jurisdiction of Organization</u>
ASD Systems, Inc.	Corporation	Texas
Ascendant Solutions, Inc.	Corporation	Delaware

4. The total number of outstanding shares of capital stock of the Subsidiary, as well as the percentage of such capital stock owned by the Corporation is as follows:

<u>Name</u>	<u>Number of Outstanding Shares of Capital Stock</u>	<u>Class</u>	<u>Percentage Owned by the Corporation</u>
Ascendant Solutions, Inc.	100	N/A	100%

5. The Corporation, by the following resolutions (the "Resolutions") of its Board of Directors adopted by written consent dated as of August 17, 2000, filed with the minutes of the Board of Directors, determined to merge the Corporation with and into the Subsidiary (the "Merger"), on the terms and conditions set forth in such resolutions and the Agreement and Plan of Merger adopted pursuant to such Resolutions:

RESOLVED, that the Merger and the Plan is hereby approved, ratified and confirmed in all respects and the Board hereby directs the Secretary of the Corporation to submit the Plan for approval and adoption by the shareholders of the Corporation either at a special meeting of the shareholders or by written

consent, with the recommendation of the Board that the Plan, the Merger and the other transactions contemplated thereby, including the name of the resulting corporation being "Ascendant Solutions, Inc.," be approved, adopted and ratified; and further

RESOLVED, that in connection with the Merger, and in accordance with the Plan, each share of capital stock of the Corporation issued and outstanding immediately prior to the effective time of the Merger shall be converted into one share of capital stock of the Subsidiary having the same rights, privileges and preferences as such share of capital stock of the Corporation held by such shareholder immediately prior to the Merger; and further

RESOLVED, that subject to shareholder approval of the Plan and the Merger, the officers of the Corporation be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, execute and file such Articles of Merger or Certificate of Ownership and Merger, as the case may be, and to file such instruments with the Secretary of State of the states of Texas and Delaware, respectively, and elsewhere as may be prescribed by law and to take such further actions or execute and deliver such further instruments as may, in the discretion of such officer taking such action or executing and delivering such document, be necessary or advisable and in the best interests of the Corporation, such officer's taking of such action or execution and delivery of such instrument to be deemed conclusive evidence that such officer deemed such actions or instruments necessary or desirable and in the best interest of the Corporation.

6. The address of the registered office of the Subsidiary in its state of incorporation is: 919 N. Market Street, Suite 600, Wilmington, Delaware 19801, and its registered agent at such address is: SR Services, LLC. On the effective date of the Merger, the Subsidiary shall be deemed to (a) appoint the Secretary of State of Texas as its agent for services of process to enforce an obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger, and (b) agree that it will promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Article 5.16 of the Act.

7. An Agreement and Plan of Merger between the Corporation and the Subsidiary was duly adopted, in accordance with Article 5.03 of the Act, pursuant to the Resolutions of the Board of Directors of the Corporation and approved by the shareholders of the Corporation. No changes to the Certificate of Incorporation of the Subsidiary are being effected as a result of the Merger. An executed copy of the Plan of Merger is on file at the principal place of business of the Corporation at 3737 Grader Street, Suite 110, Garland, Texas 75041. A copy of the Plan of Merger will be furnished by the Corporation, on written request and without cost, to any shareholder of the Corporation.

8. As to the 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 of Merger 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>
ASD Systems, Inc.	21,230,900	Common	21,230,900

9. As to each undersigned domestic corporation, the approval of whose shareholders is required, the Plan of Merger has been approved by its respective shareholders as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Voted for the Plan</u>	<u>Number of Shares Voted Against the Plan</u>
ASD Systems, Inc.	21,230,900	15,083,108	148,259

10. The approval of the Plan of Merger was duly authorized by all action required by the laws under which the Subsidiary was incorporated and by its constituent documents.

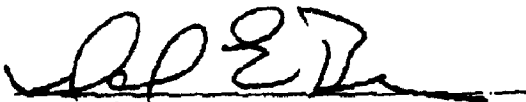
11. The Subsidiary, which has qualified to transact business in the State of Texas, has, pursuant to the Plan, agreed to assume responsibility for any franchise taxes or franchise tax returns required to be paid or filed, as the case may be, by the Corporation.

12. The Merger of the Corporation with and into the Subsidiary shall become effective upon the filing of these Articles of Merger.

(Signature page follows)

Dated: October 19, 2000

**ASD SYSTEMS, INC. d/b/a Ascendant Solutions,
a Texas corporation**

By: 
Name: David Bowe
Title: President and Chief Executive Officer