

12-14-2000

*LLM*  
*11.22.00*  
**RECO**



101549878

Our Ref.: 51936-0001 thru 0006

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

**ATTN: BOX ASSIGNMENT**

1. Name of conveying party(ies):

Marketmembers.com, Inc.  
A Pennsylvania Corporation

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

Name: e-Duction, Inc.  
A Delaware Corporation

Street Address: 2 Valley Square, Suite 100  
512 Township Line Road

Additional name(s) of conveying party(ies) attached?

Yes  No

City: Blue Bell State: Pennsylvania Zip: 19422

Domestic Representative designation attached?  Yes  No

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Additional name(s) & address(es) attached?

Yes  No

Effective Date: September 21, 2000 Execution Date: September 22, 2000

4. Application number(s) or trademark number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/911,618; 76/001,961; 76/001,963; 76/001,964; 76,001,965;

2,401,477

Additional numbers attached:  Yes  No

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

Name: Lisa D. Herbst, Esq.

Internal Address: Morgan, Lewis & Bockius LLP  
Attn: TMSU

Street Address: 1800 M Street, N.W.  
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 6

7. Total fee (37 C.F.R §3.41): \$ 165

Enclosed  
 Authorized to be charged to deposit account 13-4520  
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520  
Attach duplicate of page if paying by deposit account

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.

Lisa D. Herbst  
Name of Person Signing

*Lisa Herbst*  
Signature

11/21/00  
Date

Total number of pages including cover sheet, attachments and documents: 5

12/14/2000 DMYRNE 00000136 75911618  
11:43  
11:43

*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:

"MARKETMEMBERS.COM, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "E-DUCTION, INC." UNDER THE NAME OF "E-DUCTION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2000, AT 1 O'CLOCK P.M.

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

3290396 8100M

001480035



Edward J. Freel, Secretary of State

AUTHENTICATION: 0693077

DATE: 09-22-00

TRADEMARK  
REEL: 002197 FRAME: 0087

**CERTIFICATE OF MERGER**  
**OF**  
**MARKETMEMBERS.COM, INC.**  
**(a Pennsylvania corporation)**

**INTO**

**e-DUCTION, INC**  
**(a Delaware corporation)**

*Pursuant to Sections 103 and 252(c) of the  
 General Corporation Law of the State of Delaware*

The undersigned corporation

DOES HEREBY CERTIFY:

**FIRST:** The names and states of incorporation of the constituent corporations in the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Marketmembers.com, Inc.	Pennsylvania
e-Duction, Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger, dated as of the 21<sup>st</sup> day of September, 2000 (the "Agreement"), by and between Marketmembers.com, Inc. and e-Duction, Inc. has been approved, adopted, certified, executed and acknowledged by each of the Constitute Corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

**THIRD:** The surviving corporation shall be e-Duction, Inc., a Delaware corporation (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation, as amended, of e-Duction, Inc. shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

**FIFTH:** The executed Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is:

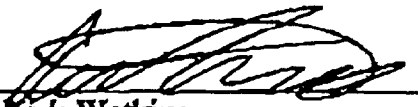
Two Valley Square - Suite 100  
512 Township Line Road  
Blue Bell, Pennsylvania 19422

**SIXTH:** A copy of the executed Agreement will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of either of the Constituent Corporations.

[CONTINUED ON FOLLOWING PAGE]

IN WITNESS WHEREOF, e-Duction, Inc., a Delaware corporation, has caused this Certificate of Merger to be duly executed by the undersigned officer as of this 21<sup>st</sup> day of September, 2000.

e-Duction, Inc., a Delaware corporation

By:   
Name: Kirk Watkins  
Title: Chief Executive Officer