



12-11-00

TO THE ASSISTANT COMMISSIONER

101566852

and the attached original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Futurelink Distribution Corp.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Colorado
- Other:

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

Yes No

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

Name: Futurelink Corp.
Street Address: 2 South Pointe Drive
City: Lake Forest State: CA ZIP: 92630

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

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

Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) October 15, 1999

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

a. Trademark Application Nos:

75/669,151	75/669,152
75/436,229	75/785,866
75/436,228	75/551,171
75/436,227	75/551,172
75/785,867	75/551,170
76/029,805	
75/668,792	

b. Trademark Registration No(s):

Additional numbers attached? Yes No

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

Name: Diane M. Reed
KNOBBE, MARTENS, OLSON & BEAR, LLP
Customer No. 20,995

Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660
Attorney's Docket No.: FTRLINK.000GEN

7. Total fee (37 CFR 3.41): \$315

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications & registrations involved: 12

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.

Diane M. Reed
Name of Person Signing

Signature

12/7/2000
Date

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

12/29/2000 GTON11 00000209 75669151

01 FC:481 40.00 OP
02 FC:482 275.00 OP

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

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

H:\DOCS\DMR\DMR-4248.DOC:nr
120700

TRADEMARK
REEL: 002204 FRAME: 0558

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 10/15/1999
991436611 - 3049093

CERTIFICATE OF MERGER

OF

FUTURELINK DISTRIBUTION, CORP.,
a Colorado corporation

WITH AND INTO

FUTURELINK CALIFORNIA ACQUISITION CORP.,
a Delaware corporation

(Under Section 252 of the General
Corporation Law of the State of Delaware)

FutureLink California Acquisition Corp., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

and (a) FutureLink Distribution, Corp., a Colorado corporation ("Distribution");

(b) FutureLink California Acquisition Corp., a Delaware corporation ("Acquisition").

2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of August 1, 1999, among Acquisition and Distribution has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 (and with respect to Acquisition, by written consent of it's sole stockholder in accordance with Section 228) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is FutureLink California Acquisition Corp. (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended in the merger to be "FutureLink Corp."

4. The Certificate of Incorporation of FutureLink California Acquisition Corp. as in effect immediately prior to the merger shall be amended as set forth in Exhibit A hereto and, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation.

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FROM RICHARDS, LAYTON & FINGER #10

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5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 6 Morgan Street, Suite 116, Irvine, CA 92816.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of Distribution is as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common Stock	100,000,000	\$.0001
Preferred Stock	5,000,000	No Par Value

IN WITNESS WHEREOF, FutureLink California Acquisition Corp. has caused this certificate to be signed as of the 15th day of October, 1999.

FutureLink California Acquisition Corp.

By: *R Klumb*
 Name: *R KLUMBI*
 Title: *CFO*

NY725014.1

State of Delaware
Office of the Secretary of State

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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:

"FUTURELINK DISTRIBUTION, CORP.", A COLORADO CORPORATION, WITH AND INTO "FUTURELINK CALIFORNIA ACQUISITION CORP." UNDER THE NAME OF "FUTURELINK CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF OCTOBER, A.D. 1999, AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0659651

DATE: 09-06-00

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