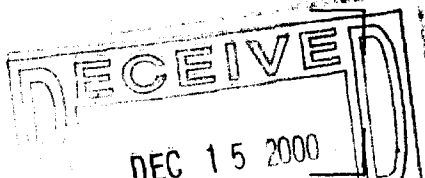


01-05-2001



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U.S. Department of Commerce
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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).

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Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
06 10 99

Conveying Party

Mark if additional names of conveying parties attached

Name Skyconnect, Inc.

Execution Date
Month Day Year
06 10 99

Formerly _____

1918373

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Colorado

Receiving Party

Mark if additional names of receiving parties attached

Name nCube Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 110 Marsh Drive

Address (line 2) _____

Address (line 3) Foster City

City

California

State/Country

94404

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

- Citizenship/State of Incorporation/Organization Delaware

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

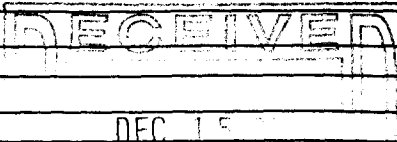
Name

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1918373"/>	<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"/>	<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.) #

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.

Eliane Setton
Name of Person Signing

Eliane Setton
Signature

12/13/00
Date Signed

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:

"SKYCONNECT, INC.", A COLORADO CORPORATION,

WITH AND INTO "NCUBE CORPORATION" UNDER THE NAME OF "NCUBE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0850104

DATE: 12-12-00

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REEL: 002206 FRAME: 0499

CERTIFICATE OF MERGER OF
SKYCONNECT, INC.
INTO
NCUBE CORPORATION

nCube Corporation, a Delaware corporation, certifies as set forth below:


1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:
 - a. nCube Corporation, a Delaware corporation; and
 - b. SkyConnect, Inc., a Colorado corporation.
2. An agreement and plan of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by nCube Corporation and SkyConnect, Inc. in accordance with the requirements of Subsection (c) of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL").
3. The name of the surviving corporation is nCube Corporation.
4. The Certificate of Incorporation of nCube Corporation in effect immediately prior to the effective time shall be the Certificate of Incorporation of the surviving corporation.
5. The surviving corporation is a corporation of the State of Delaware.
6. The executed Merger Agreement is on file at the offices of nCube Corporation at 110 Marsh Drive, Foster City, California 94404.
7. A copy of the Merger Agreement will be furnished by nCube Corporation on request and without cost, to any stockholder of SkyConnect, Inc. or nCube Corporation.
8. The authorized capital stock of SkyConnect, Inc. is 100,000,000 shares of Common Stock, no par value and 25,000,000 shares of preferred stock, \$0.01 par value.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/10/1999
991234515 - 3020209

IN WITNESS WHEREOF, nCube Corporation has caused this certificate to be signed by Mary Beth Myrdal, its authorized officer, on the 10th day of June, 1999.

nCUBE CORPORATION

By: 

Mary Beth Myrdal
Chief Financial Officer

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