

1-16-01

RECOI



101592299

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

1. Name of conveying party(ies):

Webcraft, Inc.

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

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

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

Name: Webcraft, LLC

Internal Address: _____

Street Address: 1009 Lenox Drive, Building 4, Suite 201

City: Lawrenceville State: NJ ZIP: 08648

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

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) & addresses attached? Yes No

3. Nature of conveyance

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

Effective Date: December 31, 2000

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

Trademark Application No.(s)

01/24/2001 GTOM11 00000201 2076167

01 FC:481 40.00 OP
02 FC:482 225.00 OP

B. Trademark Registration No.(s) 2,076,167; 1,977,115; 1,487,113; 1,476,776; 1,016,544; 1,019,044; 1,399,072; 1,388,698; 2,151,694; 2,145,675

Additional numbers attached? Yes No

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

Name: Miriam Drickman Trudell, Esq.

Internal Address: SHERIDAN ROSS P.C.

Suite 1200

Street Address: 1560 Broadway

City: Denver State: CO ZIP: 80202-5141

6. Total number of applications and registrations involved. 10

7. Total fee (37 CFR 3.41): \$ 265.00

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit account number: 19-1970

(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.

Miriam Drickman Trudell, Esq.

Name of person signing

Signature

January 11, 2001

Date

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

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

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON January 11, 2001

SHERIDAN ROSS P.C.

BY: _____

State of Delaware

PAGE 1

Office of the Secretary of State

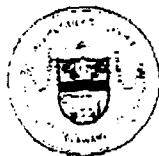
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WEBCRAFT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WEBCRAFT, LLC" UNDER THE NAME OF "WEBCRAFT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 4:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:58 O'CLOCK P.M.

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



3318906 8100M

001658937

Edward J. Freel, Secretary of State

AUTHENTICATION: 0886719

DATE: 12-29-00

TRADEMARK
REEL: 002217 FRAME: 0716

CERTIFICATE OF MERGER

OF

WEBCRAFT, INC.
(a Delaware corporation)

INTO

WEBCRAFT, LLC
(a Delaware limited liability company)

Pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned surviving limited liability company submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of formation or organization of each of the limited liability companies or other business entities which is a party to the merger are:

Webcraft, Inc. Delaware

Webcraft, LLC Delaware

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Webcraft, Inc. and Webcraft, LLC.

3. The name of the surviving limited liability company is Webcraft, LLC.

4. The merger shall become effective on December 31, 2000, at 11:58 P.M.

5. The Agreement and Plan of Merger is on file at the place of business of Webcraft, LLC, the surviving limited liability company, which is located at 1009 Lenox Drive, Building 4, Suite 201, Lawrenceville, NJ, 08648-2321.

6. A copy of the Agreement and Plan of Merger will be furnished by Webcraft, LLC, the surviving limited liability company, on request and without cost, to any stockholder of Webcraft, Inc. and any member of Webcraft, LLC.

NY12531:279810.3

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:15 PM 12/29/2000
001658937 - 3318906

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 29th day of December 2000, and is being filed in accordance with Section 18-209 of the Delaware Limited Liability Company Act by an authorized person of Webcraft, LLC, the surviving limited liability company in the merger.

WEBCRAFT, LLC



By: Irene B. Fisher

Title: Secretary

NY12531: 2798103

TOTAL P.07