

01-19-2001



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**RECORDATION FORM COVER SHEET
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1.3.01

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
06242000

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name CompUSA.com Inc.

Execution Date
Month Day Year
06222000

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

75639885

Receiving Party

Mark if additional names of conveying parties attached

Name CompUSA Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 14951 North Dallas Parkway

Address (line 2) _____

Address (line 3) Dallas

Texas

75240

City State/Country

Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

FOR OFFICE USE ONLY

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TRADEMARK
REEL: 002218 FRAME: 0176

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.

Pamela S. Ratliff
Name of Person Signing

Pamela S. Ratliff
Signature

December 28, 2000
Date Signed

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 OWNERSHIP, WHICH MERGES:

"COMPUSA.COM INC.", A DELAWARE CORPORATION,
WITH AND INTO "COMPUSA INC." UNDER THE NAME OF "COMPUSA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 2000, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FOURTH DAY OF JUNE, A.D. 2000.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0518272

DATE: 06-23-00

TRADEMARK
REEL: 002218 FRAME: 0178

**CERTIFICATE OF MERGER
OF
CompUSA.com Inc.
(a Delaware corporation)
WITH AND INTO
CompUSA Inc.
(a Delaware corporation)**

(UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

CompUSA Inc., a Delaware corporation, hereby certifies that:

(1) The name and state of incorporation or formation of each of the constituent corporations are:

- (a) CompUSA Inc., a Delaware corporation ("CompUSA"), and
- (b) CompUSA.com Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("CompUSA.com").

(2) CompUSA owns 100% of the issued and outstanding shares of the capital stock of CompUSA.com.

(3) The name of the surviving entity is "CompUSA Inc."

(4) The Certificate of Incorporation of CompUSA shall be the Certificate of Incorporation of the surviving corporation.

(5) Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of CompUSA adopted resolutions authorizing the merger of CompUSA.com with and into CompUSA by unanimous written consent. A copy of such resolutions, which were adopted as of June 22, 2000, is attached as Exhibit A hereto.

(6) The effective date of the merger shall be 11:59 p.m. Central Daylight Time, on June 24, 2000, or if later, the date on which the Secretary of State of the State of Delaware issues a Certificate of Merger related thereto, as provided in the DGCL.

IN WITNESS WHEREOF, CompUSA has caused this certificate to be signed by the undersigned on the 22nd day of June, 2000.

CompUSA Inc.

By: _____

Name: _____

Title: Secretary

Exhibit A**Relating to the Merger of CompUSA.com Inc. with and into CompUSA Inc.**

WHEREAS, CompUSA.com Inc., a Delaware corporation ("CompUSA.com"), is a wholly-owned subsidiary of CompUSA; and

WHEREAS, the Board of Directors of CompUSA has determined, in its best business judgement, that it would be in the best interest of CompUSA and its stockholders to merge CompUSA.com with and into CompUSA (the "Merger"); and

WHEREAS, CompUSA shall be the surviving entity in the Merger;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of CompUSA hereby approves the Merger.

RESOLVED FURTHER, that CompUSA.com shall be merged with and into CompUSA pursuant to the provisions of Section 253 of the DGCL, and CompUSA shall be the surviving entity.

RESOLVED FURTHER, that the Merger shall be effectuated in accordance with and upon the terms and conditions of a plan of merger (the "Plan of Merger") in a form approved by any Executive Vice President of CompUSA.

RESOLVED FURTHER, that the form of and all of the terms and conditions contained in the Plan of Merger are hereby adopted and approved in all respects.

RESOLVED FURTHER, that each of the officers of CompUSA is hereby authorized in the name of and on behalf of CompUSA to execute and file with the Secretary of State of the State of Delaware the appropriate Certificate of Merger for the purpose of effectuating the Merger in accordance with these resolutions and the applicable provisions of the DGCL.

RESOLVED FURTHER, that in accordance with the DGCL, on June 24, 2000 at 11:59 p.m. Central Daylight Time (the "Effective Time"), the separate existence CompUSA.com shall cease, and CompUSA.com and CompUSA shall then and thereafter together comprise a single entity, which shall be CompUSA; CompUSA shall have all the rights and privileges, immunities and powers and shall be subject to all of the duties and liabilities of a corporation organized under the DGCL; CompUSA shall thereupon and thereafter possess all the rights, privileges and franchises of CompUSA and CompUSA.com; all property (real, personal and mixed), all debts due on whatever account, all claims and all other interests of or belonging to or due to CompUSA.com shall be taken and deemed to be transferred to and vested in CompUSA without further act or deed; CompUSA shall thenceforth be responsible and liable for all liabilities and obligations of CompUSA.com; any claim existing or action or proceeding pending by or against CompUSA.com may be prosecuted as if the Merger had not taken place, or CompUSA may be substituted in the place of CompUSA.com;

and neither the rights of creditors nor any liens upon the property of the CompUSA or CompUSA.com shall be impaired by the Merger.

RESOLVED FURTHER, that all of the outstanding shares of the capital stock of CompUSA shall continue to be outstanding shares of capital stock of CompUSA after the Effective Time of the Merger.

RESOLVED FURTHER, that all of the outstanding shares of capital stock of CompUSA.com on the Effective Time of the Merger shall, by virtue of the Merger, be immediately canceled and retired with no consideration to be paid therefor and all certificates representing such interests shall be canceled.

RESOLVED FURTHER, that no changes in the Certificate of Incorporation, the Bylaws, the directors or the officers of CompUSA shall be effected by the Merger.

RESOLVED FURTHER, that the proper officers of CompUSA are hereby authorized and directed in the name and on behalf of CompUSA to execute, acknowledge, certify, deliver, file, record and accept all such further instruments and documents and to do or cause to be done any and all other acts which in their judgment may be necessary or appropriate in order to effectuate the Merger in accordance with the preceding resolutions and the applicable provisions of the DGCL.