

02-14-2001



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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).

Submission Type

2-2-01

- 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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002234 FRAME: 0448

Domestic Representative Name and Address

Enter for the first Receiving Party only.

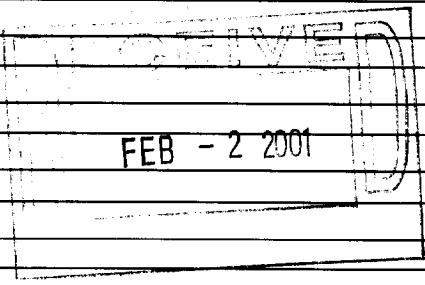
Name

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" value="75/284,030"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,213,905"/>	<input type="text" value="2,380,215"/>	<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.)

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.

Wei Wei Jeang

Name of Person Signing

Signature

Jan. 31, 2001

Date Signed



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

PHAST CORPORATION
(a Delaware no permit entity)

with

PANJA, INC.
(a Texas corporation)

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed APRIL 3, 2000

Effective APRIL 3, 2000



Elton Bomer
Secretary of State
TRADEMARK

REEL: 002234 FRAME: 0450

FILED
In the Office of the
Secretary of State of Texas

APR 03 2000

Corporations Section

ARTICLES OF MERGER

**PROVIDING FOR THE MERGER
OF
PHAST CORPORATION
a Delaware corporation
INTO
PANJA INC.
a Texas corporation**

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act (the "TBCA"), Panja Inc., a Texas corporation ("Surviving Corporation"), and PHAST Corporation, a Delaware corporation ("Merging Corporation"), submit the following Articles of Merger for the purpose of effecting a merger of the Merging Corporation with and into the Surviving Corporation (the "Merger") in accordance with the provisions of Article 5.01 of the TBCA and do hereby certify:

1. The name of each of the undersigned corporations and other entity or entities that are a party to the Agreement and Plan of Merger dated as of March 31, 2000 (the "Plan of Merger"), the type of such corporation or other entity and the state under which such corporation or other entity are organized are:

<u>Name of Corporation or Other Entity</u>	<u>Type of Entity</u>	<u>State</u>
Surviving Corporation	Corporation	Texas
Merging Corporation	Corporation	Delaware

2. The Plan of Merger was approved and adopted in accordance with the provisions of Article 5.03 of the TBCA.

3. No amendments or changes to the Articles of Incorporation of the Surviving Corporation are to be effected by the Merger.

4. No new domestic corporation is being created pursuant to the Plan of Merger.

5. An executed Plan of Merger 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 11995 Forestgate Drive, Dallas, Texas 75243.

6. A copy of the Plan of Merger will be furnished by the Surviving Corporation on written request and without cost to any shareholder of each domestic corporation that is a party to the Plan of Merger and to any creditor or obligee of the parties to the Merger at the time of the Merger if such obligation is then outstanding.

7. Shareholder approval of Panja Inc., the Surviving Corporation, is not required pursuant to the provisions of Article 5.03G of the Texas Business Corporation Act.

8. As to the Merging Corporation, the approval of whose shareholders is required, the number of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Class</u>	<u>Number of Shares Entitled to Vote as a Class or Series</u>
Merging Corporation	21,365.04	Common Stock \$.01 par value	21,365.04
	14,750	Series A Preferred Stock, \$.01 par value	-0-

9. As to the Merging Corporation, the approval of whose shareholders is required, the number of shares that voted for and against the Plan of Merger, by the shareholders of such corporations are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class or Series</u>	<u>Number of Shares entitled to Vote as a Class or Series</u>	
				<u>Voted For</u>	<u>Voted Against</u>
Merging Corporation	21,365.04	-0-	Common Stock	21,365.04	-0-

10. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation or other entity that is a party to the Merger was incorporated or organized and by its constituent documents.

11. The Surviving Corporation shall be responsible for the timely payment of all fees and franchise taxes, as required by law, which are or would otherwise be obligations of the Merging Corporation, pursuant to Section 5.04.C of the TBCA.

MAR. 31. 2000 2:52PM AMX

NO. 1985 P. 9

IN WITNESS WHEREOF, the undersigned officers of the respective corporations have signed these Articles of Merger, on the 31st day of March, 2000.

PANJA INC.
a Texas corporation

By: Joe Holt
Name: Joe Holt
Title: Pres & CEO

PHAST CORPORATION
a Delaware corporation

By: Thomas D. Hite
Name: THOMAS D HITE
Title: PRESIDENT / CEO

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