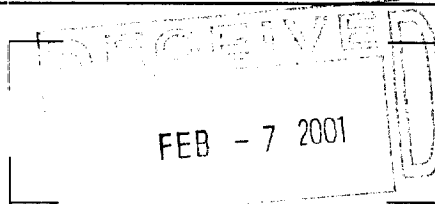


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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- 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

Name Execution Date
Month Day Year

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

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

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

02/15/01 001 GT0N11 00000047 2331490

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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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="2331490"/>	<input type="text" value="2215751"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2323496"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2217135"/>	<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.

William H. Cox Date Signed

DEC 13 2000

IN THE OFFICE OF
Dean Hill
DEAN HILL, SECRETARY OF STATE

ARTICLES OF MERGER
OF
WINMILL SOFTWARE, INC.
AND
WINMILL SOFTWARE, INC.

To the Secretary of State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

FIRST: Attached hereto and made a part hereof is the Plan of Merger for merging WinMill Software, Inc., a corporation for profit organized under the laws of the State of New York, with and into WinMill Software, Inc., a corporation for profit organized under the laws of the State of Nevada. The said Plan of Merger has been adopted by the Board of Directors of WinMill Software, Inc. and by the Board of Directors of WinMill Software, Inc.

SECOND: The merger of WinMill Software, Inc., the New York corporation, with and into WinMill Software, Inc., the Nevada corporation, is permitted by the laws of the jurisdiction of organization of WinMill Software, Inc. and has been authorized in compliance with said laws.

THIRD: The said Plan of Merger was submitted to the stockholders of WinMill Software, Inc., the New York corporation, pursuant to the provisions of the laws of its jurisdiction of organization, and the manner of approval thereof by said stockholders was as follows:

(i). The designation, the number of outstanding shares, and the number of votes entitled to be cast by each class entitled to vote on the said Plan of Merger are as follows:

(a) Designation of Class: Common Stock, par value \$0.001

(b) Number of outstanding shares of class: 21,700

(c) Number of votes entitled to be cast: 21,700

(ii). The total number of votes cast for and against the merger herein provided for by each to vote on the said Plan of Merger is as follows:

- (a) Designation of class: Common Stock, par value \$0.001
- (b) Number of votes of class cast for Plan of Merger: 21,700
- (c) Number of votes of class cast against Plan of Merger: 0

(iii). The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by each said class.

FOURTH: The said Plan of Merger was submitted to the stockholders of WinMill Software, Inc., the Nevada corporation, pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, and the manner of approval thereof by said stockholders was as follows:

(i). The designation, the number of outstanding shares, and the number of votes entitled to be cast by each class entitled to vote on the said Plan of Merger are as follows:

- (a) Designation of class: Class A Common Stock, par value \$.001
- (b) Number of outstanding shares of class: 1
- (c) Number of votes of class entitled to be cast: 1

(ii). The total number of votes cast for and against the merger herein provided for by each to vote on the said Plan of Merger is as follows:

- (a) Designation of class: Class A Common Stock, par value \$.001
- (b) Number of votes of class cast for Plan of Merger: 1
- (c) Number of votes of class cast against Plan of Merger: 0


(iii). The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by each said class.

FIFTH: No amendments to the Articles of Incorporation are effected by the merger herein provided for.


SIXTH: The effective date of the merger herein certified shall be the 29th day of December, 2000.

Executed on this 12th day of December, 2000

WINMILL SOFTWARE, INC., a Nevada Corporation

By: 


Joseph H. Strazza
President & CEO

By: 


Michelle DeBenedictis
Secretary

Executed on this 12th day of December, 2000

WINMILL SOFTWARE, INC., a New York corporation

By: 

Joseph H. Strazza
President & CEO

By: 

Michelle De Benedictis
Secretary

PLAN OF MERGER adopted by WinMill Software, Inc., a corporation for profit organized under the laws of the State of New York by resolution of its Board of Directors on November 15, 2000 and adopted by WinMill Software, Inc., a corporation for profit organized under the laws of the State of Nevada, by resolution of its Board of Directors on November 15, 2000

The names of the corporations planning to merge are WinMill Software, Inc., a corporation for profit organized under the laws of the State of New York and WinMill Software, Inc., a corporation for profit organized under the laws of the State of Nevada. The name of the surviving corporation into which WinMill Software, Inc. plans to merge is WinMill Software, Inc..

1. WinMill Software, Inc. and WinMill Software, Inc., shall, pursuant to the provisions of the laws of the State of New York and the provisions of the General Corporation Law of the State of Nevada, be merged with and into a single corporation, to wit, WinMill Software, Inc., which shall be the surviving corporation when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Nevada. The separate existence of WinMill Software, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease when the merger becomes effective in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation when the merger becomes effective shall be the Articles of Incorporation of said surviving corporation.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Nevada.

4. The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation when the merger takes effect shall be converted into 91.29 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger takes effect shall be surrendered and extinguished.

6. The merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the terminating corporation, and the Plan of Merger herein made and approved shall be submitted to the stockholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the General Corporation Law of the State of Nevada.

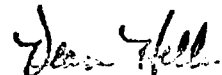
7. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the terminating corporation, and in the event that the Plan of Merger shall have been approved by the stockholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the General Corporation Law of the State of Nevada, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Nevada, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

DEC 14 '00

STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of the
document filed in this office:



DEAN MELLER - Secretary of State



TRADEMARK

RECORDED: 02/07/2001

REEL: 002236 FRAME: 0033