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S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

02-05-2001

101614322

ty Docket No. I1240.251201

U.S. Patent & TMO/TM Mail Rpt Dt. #64

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

UDS

- ☐ Individuals(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - Nevada
☐ Other

Additional names(s) of conveying party(ies) attached ☐ Yes ☒ No

3. Nature of conveyance:

2-5-01

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: December 8, 2000

2. Name and address of receiving party(ies)

Name: **Innotrac Corporation**

Internal Address:

Street Address: **6655 Sugarloaf Parkway**City: **Duluth**State: **GA** Zip: **30097-4916**

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Georgia
☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No - N/AAdditional names(s) & address(es) attached? ☐ Yes ☒ No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

75/686,978

B. Trademark Registration No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Name: **Joan L. Dillon**Internal Address: **Kilpatrick Stockton LLP****Suite 2800**Street Address: **1100 Peachtree Street**City: **Atlanta** State: **GA** Zip: **30309**6. Total number of applications and registrations involved **1**7. Total fee (37 CFR 3.41).....\$ **40.00**☒ Enclosed☐ Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

40E

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.

Joan L. Dillon

Name of Person Signing

Signature

Date

2/1/01Total number of pages including cover sheet, attachments, and document: **7**

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : 003430874
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FORM NUMBER : 411

KILPATRICK STOCKTON LLP
D. CAPPRICE LANNOM
1100 PEACHTREE ST, STE 2800
ATLANTA GA 30309

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

INNOTRAC CORPORATION, A GEORGIA CORPORATION

Nonsurviving Entity/Entities:

UDS, A NEVADA CORPORATION



CATHY COX
SECRETARY OF STATE

CERTIFICATE OF MERGER

COPY

OF

UDS

(a Nevada corporation)

WITH AND INTO

INNOTRAC CORPORATION

(a Georgia corporation)

UDS, a Nevada corporation, and the non-surviving corporation in the merger, and Innotrac Corporation, a Georgia corporation, and the surviving corporation in the merger, hereby certify that:

I.

The name and state of incorporation of each constituent corporation that is merging are:

- (a) UDS, a business corporation under the laws of the State of Nevada; and
- (b) Innotrac Corporation, a business corporation under the laws of the State of Georgia.

II.

The surviving corporation in the merger is Innotrac Corporation, a Georgia corporation, which will continue its existence as the surviving corporation.

III.

The merger was duly approved by the shareholders of UDS. Approval of the merger by the shareholders of Innotrac Corporation was not required pursuant to Section 14-2-1103(h) of the Georgia Business Corporation Code.

IV.

The Articles of Incorporation of Innotrac Corporation are to be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed in accordance with the provisions of the Georgia Business Corporation Code.

V.

The executed Agreement and Plan of Merger is on file at the principal place of business of Innotrac Corporation located at 6655 Sugarloaf Parkway, Duluth, Georgia 30097.

VI.

A copy of the Agreement and Plan of Merger will be furnished by Innotrac Corporation, on request and without cost, to any shareholder of either constituent corporation.

VII.

The surviving corporation hereby undertakes to make the request for publication of a notice of filing of this Certificate of Merger and payment therefor in accordance with Section 14-2-1105.1(b) of the Georgia Business Corporation Code.

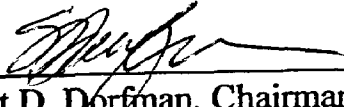
VIII.

The merger herein provided for shall take effect in the State of Georgia at 12:59 o'clock P.m. on December 8, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this 8th day of December, 2000.

INNOTRAC CORPORATION,
a Georgia corporation

By: _____


Scott D. Dorfman, Chairman, President
Chief Executive Officer

DEC 08 2000

IN THE OFFICE OF
Don Hall
DON HALL, SECRETARY OF STATE

ARTICLES OF MERGER

These Articles of Merger (the "Articles") are delivered to the Nevada Secretary of State for filing under Nevada Revised Statutes § 92A.200. Defined terms not otherwise defined herein shall have the meaning set forth in Chapter 92A of the Nevada Revised Statutes.

1. The name and place of organization and governing law of each constituent entity (each a "Constituent Entity" or together referred to as "Constituent Entities") of the merger (the "Merger") are as follows:

A. UDS (the "Disappearing Constituent Entity")

Place of Organization: Nevada

Governing Law: Nevada

B. Innotrac Corporation (the "Surviving Constituent Entity")

Place of Organization: Georgia

Governing Law: Georgia

2. A plan of merger (the "Plan of Merger") has been adopted by and between each Constituent Entity to effect the merger. The merger will be effective in the State of Nevada at 8:59 p.m. on December 8, 2000 (the "Effective Time").

3. Pursuant to the Plan of Merger, the Disappearing Constituent Entity is merged with and into the Surviving Constituent Entity which will continue its existence at the Effective Time. Each issued and outstanding share of common stock of the Disappearing Constituent Entity which are issued and outstanding immediately prior to the Effective Time shall be transferred to the Surviving Constituent Entity in exchange for the Merger Consideration.

4. The Plan of Merger was duly approved by unanimous consent of the shareholders of UDS. Approval of the merger by the shareholders of Innotrac Corporation was not required pursuant to Section 14-2-1103(h) of the Georgia Business Corporation Code.

5. At the Effective Time, the articles of incorporation and bylaws of the Surviving Constituent Entity shall continue and remain the articles and bylaws of the Surviving Constituent Corporation, and the articles of incorporation and bylaws of the Disappearing Constituent Entity shall be of no further force or effect.

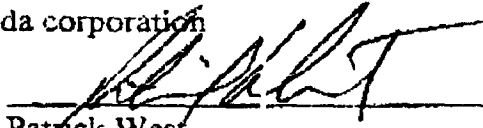
6. The complete executed Plan of Merger is on file at the place of business of the Surviving Constituent Entity located at 6655 Sugarloaf Parkway, Duluth, Georgia 30097.

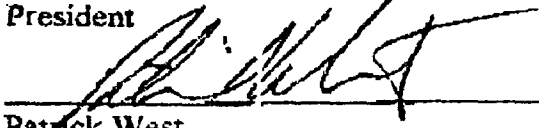
7. The address of the Surviving Constituent Entity where copies of process may be sent is Innotrak Corporation, 6655 Sugarloaf Parkway, Duluth, Georgia 30097.

IN WITNESS WHEREOF, these Articles of Merger have been executed on this 7th day of December, 2000.

The "Disappearing Constituent Entity"


UDS
a Nevada corporation

By: 
Patrick West
Title: President

By: 
Patrick West
Title: Secretary

The "Surviving Constituent Entity"

Innotrac Corporation
a Georgia corporation

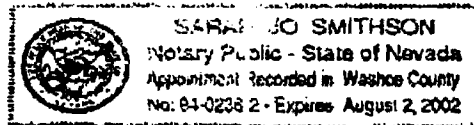
By: 
David Ellin
Title: Senior Vice-President

By: 
David L. Gamsey
Title: Secretary

STATE OF NEVADA)
) ss.
COUNTY OF WASHOE)

This instrument was acknowledged before me on December 7, 2000, by Patrick West, President and Secretary of UDS.

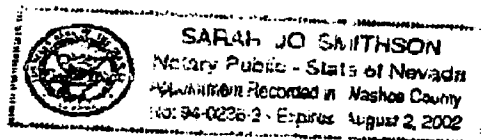
Sarah Jo Smithson
NOTARY PUBLIC



STATE OF Nevada)
) ss.
COUNTY OF Washoe)

This instrument was acknowledged before me on December 7th, 2000, by David Ellin, Senior Vice-President of Innotrak Corporation, and David L. Gamsey, Secretary of Innotrak Corporation

Sarah Jo Smithson
NOTARY PUBLIC



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