

FORM PTO-1618A

OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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
- Security Agreement
- Merger
- Change of Name
- Other: _____
- License
- Nunc Pro Tunc Assignment
Effective Date: _____

Conveying Party

Mark if additional names of conveying parties attached

Name: Talk.Com Inc.

Execution Date:

04/06/2001

Formerly: _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other: _____

Citizenship / State of Incorporation / Organization: Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name: Talk America Holdings, Inc.

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 6805 Route 202

Address (line 2): _____

Address (line 3): New Hope

City

Pennsylvania

State / Country

18938

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other: _____

If document is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.

Citizenship / State of Incorporation / Organization: Delaware

FOR OFFICE USE ONLY

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

TRADEMARK

REEL: 002239 FRAME: 0558

700005101

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Correspondent Name and Address *(for the first Receiving Party Only)*

Name: James Walsh

Address (line 1): ARNOLD & PORTER

Address (line 2): 555 Twelfth Street, N.W.

Address (line 3): Washington, D.C. 20004-1202

Address (line 4): _____

Pages

Enter the total number of pages of the attached conveyance document including any attachments:

4

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)

75/908308	75/848428	75/422210
78/051082	75/908307	75/837952
78/035175	75/898705	75/736531
78/035172	75/898704	75/722639
78/021444	75/898703	75/690766
76/005352	75/851643	75/677627

2158452
2076286
2073462

Number of Properties

Enter the total number of properties involved:

23

Fee Amount

Fee Amount for Properties Listed (37 C.F.R. 3.41)

\$590.00

Method of Payment

Enclosed

Deposit Account

Deposit Account Number: 01-2510

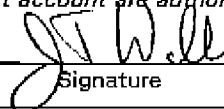
Authorization to charge additional fees: Yes No

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.

James T. Walsh, Esq.

Name of Person Signing


Signature

April 30, 2001

Date Signed

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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:

"TALK AMERICA HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "TALK.COM INC." UNDER THE NAME OF "TALK AMERICA HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTE DAY OF APRIL, A.D. 2001, AT 10 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1067709

2515526 8100M

010169390

DATE 04 06 01
TRADEMARK
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CORPORATION TRUST 302-655-5049

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06 2001 3:50 AM FR ARNOLD & PORTER 032 715 1339 TO *
 STATE OF DELAWARE
 SECRETARY OF STATE P 02
 DIVISION OF CORPORATIONS
 FILED 10:00 AM 04/06/2001
 010169300 - 2525526

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TALK AMERICA HOLDINGS, INC.

INTO

TALK.COM INC.

(to be renamed Talk America Holdings, Inc.)

Talk.com Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST. That this corporation was incorporated on the 13th day of June, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Talk America Holdings, Inc., a corporation incorporated on the 4th day of April, 2001, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of the Board as of the 5th day of April, 2001, determined to and did merge into itself said Talk America Holdings, Inc.

RESOLVED, that Talk.com Inc. merge, and it hereby does merge into itself said Talk America Holdings, Inc., and that Talk.com Inc., as the surviving corporation, assumes all of its obligations; and

RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

RESOLVED, that upon such date of filing, the name of the surviving corporation (Talk.com Inc.) shall be changed to Talk America Holdings, Inc.; and

RESOLVED, that the terms and conditions of the merger are as follows.

1. Upon the occurrence of such merger, all shares of Talk America Holdings, Inc. shall be cancelled, and the shares of Talk.com Inc. (renamed Talk America Holdings, Inc.) shall thereafter constitute the shares of the surviving corporation.

2. The Certificate of Incorporation of Talk.com Inc. shall remain and be the Certificate of Incorporation of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of Delaware.

ATION TRUST 302-655-5049

(FRI) 4. 6 '01 11:36. ST. 11:34 NO. 4862069157 P. 4

2001 9:52 AM FR ARNOLD & PORTER 022 715 1999 TO *4924*121:4001*9 P.03

3. The By-laws of Talk.com Inc. shall remain and be the By-laws of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of Delaware.

4. The first annual meeting of the shareholders of the surviving corporation to be held after the effective date of the merger shall be the annual meeting provided by the Bylaws of the said corporation, for the fiscal year 2001.

5. All persons who at the date when the merger shall become effective shall be the executive or administrative officers of Talk.com Inc. shall be and remain like officers of the surviving corporation until the board of directors of such corporation shall elect their respective successors.

6. The surviving corporation shall pay all expenses of carrying this agreement into effect and of accomplishing this merger.

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Talk America Holdings, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, that may be in anywise necessary or proper to effect said merger.

FOURTH: That upon filing of this Certificate, the name of this corporation shall be changed to Talk America Holdings, Inc. pursuant to Subsection (b) of §253 of the General Corporation Law of the State of Delaware.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Talk.com Inc. at any time prior to the date of filing the merger with the Secretary of State.


M CORPORATION TRUST 302-655-5049

(FRI) 4. 6 '01 11:36 ST. 11:34. NO. 4862069157 P 5

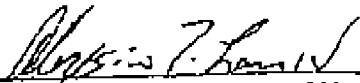
APR 05 2001 9:50 AM FR ARNOLD & PORTER 032 715 1395 TO *4324*12114001*0 P.04

IN WITNESS WHEREOF, said Talk com Inc. has caused this Certificate to be signed and attested to by its duly authorized officers this 6th day of April, 2001.

TALK.COM INC.
(to be renamed Talk America Holdings, Inc.)

By 
Name: Edward B. Meyerford, III
Title: Chief Operating Officer and Treasurer

ATTEST:

By: 
Name: Aloysius T. Lawn, IV
Title: General Counsel and Secretary

Vertical text on the right side of the page, possibly a stamp or a long signature, which is mostly illegible due to the image quality and orientation.