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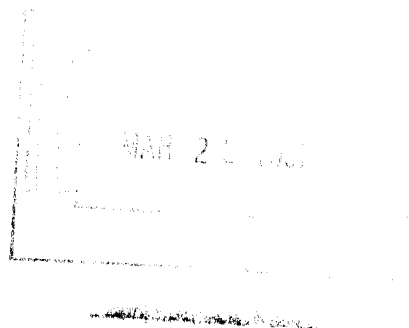
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

MRD
3-22-01

Assignor	Marketing One-to-One, Inc. (CT Corp.)
Assignee	Marketing One-to-One, Inc. (DE Corp.)
Serial Nos.	75/889,520 75/889,516 75/352,469 75/481,087 75/654,648 75/660,559 76/095,957 76/126,674 76/183,837
Registration Nos.	2,348,098 1,869,912 2,036,493

Box Assignment
Assistant Commissioner for Trademarks
Washington, DC 20231

Merger Recordation Form Cover Sheet



Dear Sir:

Please record the attached original document.

1. Name of conveying parties. Marketing One-to-One, Inc., a Connecticut Corporation.
2. Name and Address of Receiving Party. Marketing One-to-One, Inc., a Delaware Corporation, located at 20 Glover Avenue, Norwalk, CT 06850.
3. Nature of Conveyance: Merger Execution Date: February 15, 2001.
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Gene S. Winter, Registration No. 28,352
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

04/10/2001 GTDN11 00000086 75889520

01 FC:481 40.00 OP
02 FC:482 275.00 OP

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner of Patents and Trademarks; Washington, DC 20231.

March 20, 2001

Danielle Dominici

5. Application Numbers 75/889,520 75/889,516 75/352,469 75/481,087
75/654,648 75/660,559 76/095,957 76/126,674 76/183,837
6. Registration Numbers 2,348,098 1,869,912 2,036,493
7. Total Number of Applications/Registrations Involved: 12.
8. Total Fee (37 CFR 3.41). \$315.00 due. A check for this amount is enclosed here-with.
9. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
10. Statement and Signature. Total number of pages including cover sheet, attachments and document are 5. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,



Gene S. Winter, Registration No. 28, 352
Kathryn Grant Belleau, Esq.
Attorneys for Applicant
ST. ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

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 MERGER, WHICH MERGES:

"MARKETING ONE TO ONE, INC.", A CONNECTICUT CORPORATION, WITH AND INTO "MARKETING ONE TO ONE, INC." UNDER THE NAME OF "MARKETING ONE TO ONE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF FEBRUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1005162

DATE: 03-06-01

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TRADEMARK
REEL: 002268 FRAME: 0331

CERTIFICATE OF MERGER INTO
MARKETING ONE TO ONE, INC. (DE)

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Marketing One to One, Inc.	Connecticut
Marketing One to One, Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Marketing One to One, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Marketing One to One, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation except that the number of authorized shares is hereby increased to Three Million (3,000,000) No Par shares.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 470 West Avenue, Stamford, Connecticut 06902.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation per share</u>	<u>Class</u>	<u>Number of Shares</u>
Marketing One to One, Inc. (CT)	No par Common	3,000,000

EIGHTH: That this Certificate of Merger shall be effective on its filing date.

Dated: February 9, 2000

MARKETING ONE TO ONE, INC. (DE)

By: 

Donald A. Peppers, President