

04-12-2001



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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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
12/29/2000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name EPICREALM INC.

12/29/2000

Formerly _____

75834228

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name EPICREALM OPERATING INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Palisades Central II, Suite 300

Address (line 2) 2435 N. Central Expressway

Address (line 3) Richardson

Texas

75080

City

State/Country

Zip Code

- 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 DELAWARE

04/11/2001 8TON11 00000079 75834228

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 002268 FRAME: 0946

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)

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.

NICOLE B. EMMONS

Nicole B. Emmons 3-22-01

Name of Person Signing

Signature

Date Signed

CERTIFICATE OF MERGER
OF
EPICREALM MERGER SUB INC.,
a Delaware corporation
with
EPICREALM INC.,
a Delaware corporation

The undersigned adopts and certifies to the following Certificate of Merger for the purpose of effecting a merger (the "*Merger*") in accordance with the provisions of Section 251(g) of the Delaware General Corporation Law ("*DGCL*");

FIRST: The names of the constituent corporations participating in the Merger and the states under the laws which they were respectively organized are as follows:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State of Incorporation</u>
epicRealm Inc. (" <i>epicRealm</i> ")	Corporation	Delaware
epicRealm Merger Sub Inc. (" <i>epicRealm Merger Sub</i> ")	Corporation	Delaware

SECOND: An Agreement and Plan of Merger (the "*Agreement of Merger*") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with DGCL Section 251.

THIRD: The name of the surviving corporation is epicRealm Inc., a Delaware corporation.

FOURTH: The Restated Certificate of Incorporation of epicRealm is to be amended and changed by reason of the Merger herein certified by striking out Articles I and IV thereof, relating to the name and the authorized capital stock of said surviving corporation, and by substituting in lieu thereof the following articles:

ARTICLE I

The name of this corporation is **epicRealm Operating Inc.**

Certificate of Merger
EPICREALM INC.
d-849011 1

ARTICLE IV

The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is 1,000 shares of Common Stock, \$0.001 par value per share.

The Restated Certificate of Incorporation of epicRealm is to be further amended and changed by reason of the Merger herein certified by adding and inserting, immediately following Article XI thereof, a new Article XII thereof, to read in its entirety as follows:

ARTICLE XII

Any act or transaction by or involving this corporation, other than the election or removal of directors, that requires for its adoption under the General Corporation Law or this Restated Certificate of Incorporation the approval of stockholders of this corporation shall, pursuant to subsection (g) of Section 251 of the General Corporation Law, require, in addition, the approval of the stockholders of epicRealm Holdings, Inc., a Delaware corporation, the holding company of this corporation, or any successor thereto by merger, by the same vote as if required by the General Corporation Law and/or this Restated Certificate of Incorporation.

The Restated Certificate of Incorporation of epicRealm as so amended and changed shall continue to be the restated certificate of incorporation of the surviving corporation until further amended and changed in accordance with the provisions of the DGCL.

FIFTH: The executed Agreement of Merger is on file at the offices of epicRealm, the surviving corporation. The mailing address of epicRealm is Palisades Central II, 2435 North Central Expressway, Suite 300, Richardson, Texas 75080.

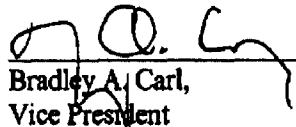
SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on written request and without cost, to any holder of capital stock of either constituent corporation at the time of the Merger if such obligation is then outstanding.

SEVENTH: This Certificate of Merger shall be effective at 11:58 p.m. (Eastern Standard Time) on December 31, 2000.

*Remainder of Page Intentionally Left Blank.
Signature Page(s) To Follow.*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of December 29, 2000.

EPICREALM INC.,
a Delaware corporation

By: 

Bradley A. Carl,
Vice President

Certificate of Merger
EPICREALM INC.
d-#849011 v1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "EPICREALM INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "EPICREALM OPERATING INC.", THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9:02 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel

Ed AUTHENTICATION of 0864715

DATE: 12-29-00

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