

05-04-2001



101701223

REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Portal Connect, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Effective Date: January 1, 2001
Execution Date: December 28, 2000

2. Name and address of receiving party(ies)

Name: SER Solutions, Inc.

Internal

Address: _____

Street Address: 555 Herndon Parkway

City: Herndon State: VA Zip: 20170

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Virginia
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/094,665 75/923,167
76/094,662 75/923,166
76/094,666 75/923,168

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

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

Name: Stephen P. Derm

Internal Address: Hunton & Williams

Riverfront Plaza, East Tower

Street Address: 951 East Byrd Street

City: Richmond State: VA

Zip: 23219-4074

6. Total number of applications and registrations involved: _____

20

7. Total fee (37 CFR 3.41).....\$ 515.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-3436

(Attach duplicate copy of this page if paying by deposit account)

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.

Stephen P. Derm
Name of Person Signing

Stephen P. Derm
Signature

4-25-01
Date

12

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CONTINUATION OF ITEM 4

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/176,307

76/176,306

76/176,317

76/182,171

76/182,201

76/182,173

76/182,174

76/181,115

76/181,113

76/181,114

76/181,116

76/191,383

76/191,485

76/191,382

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

January 1, 2001

The State Corporation Commission finds the accompanying articles submitted on behalf of

SER Solutions Inc.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

SER MacroSoft, Inc.
SER SYSTEMS, INC. (A DE CORP REVOKED 6-1-99)

is merged into SER Solutions Inc. (formerly PORTAL CONNECT, INC.), which continues to exist under the laws of VIRGINIA with the name SER Solutions Inc.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on January 1, 2001. at 12:01 a.m.

STATE CORPORATION COMMISSION

By 

Commissioner

MERGACPT
CIS0352
00-12-29-0505

TRADEMARK
REEL: 002286 FRAME: 0118

ARTICLES OF MERGER**MERGING****SER MACROSOFT, INC.** (a Virginia corporation) *dem***AND****SER SYSTEMS, INC.** (a Delaware corporation) *revised***WITH AND INTO****PORTAL CONNECT, INC.** (a Virginia corporation) *dem*

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

I.

The Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A provides for the merger (the "Merger") of SER MacroSoft, Inc., a Virginia corporation ("SER MacroSoft"), and SER Systems, Inc., a Delaware corporation ("SER Systems"), with and into Portal Connect, Inc., a Virginia corporation (the "Surviving Corporation"). The Plan of Merger constitutes the "plan of merger" for the purposes of Article 12 of the Virginia Stock Corporation Act.

II.

The Surviving Corporation resulting from the Merger shall, as a result of and at the effective time of the Merger as set forth in these Articles of Merger, change its name to "SER Solutions Inc."

III.

The Plan of Merger was approved on December 28, 2000 by the sole shareholder of the Surviving Corporation by unanimous written consent. Pursuant to Section 13.1-688E of the VSCA, no approval by the Board of Directors of the Surviving Corporation was required.

IV.

The Plan of Merger was approved on December 28, 2000 by the shareholders of SER MacroSoft by unanimous written consent. Pursuant to Section 13.1-688E of the VSCA, no approval by the Board of Directors of SER MacroSoft was required.

V.

The Plan of Merger was approved by the unanimous written consent of the Board of Directors of SER Systems dated December 28, 2000 and by the written consent of the sole shareholder of SER Systems dated December 28, 2000.

VI.


The Merger is permitted by the Delaware General Corporation Law under whose laws SER Systems is incorporated. SER Systems has complied with the Delaware General Corporation Law in effecting the Merger.

VII.


The certificate of merger issued by the State Corporation Commission of Virginia in connection with the Merger shall become effective at 12:01 A.M., Eastern Time, on January 1, 2001.

The undersigned representatives of SER Systems, SER MacroSoft and the Surviving Corporation each declares that the facts herein stated are true as of December 28, 2000.

PORTAL CONNECT, INC.
a Virginia corporation

By: 
Name: *Philip A. Staley*
Title: *President & CEO*

SER MACROSOFT, INC.
a Virginia corporation

By: 
Name: *Philip A. Staley*
Title: *CEO*

SER SYSTEMS, INC.
a Delaware corporation


By: 
Name: *Philip A. Staley*
Title: *Chairman*

Exhibit A

PLAN OF MERGER

between

SER MACROSOFT, INC.
a Virginia corporation

and

SER SYSTEMS, INC.
a Delaware corporation

with and into

PORTAL CONNECT, INC.
a Virginia corporation

THIS PLAN OF MERGER, dated as of December 28, 2000, is by and between SER MACROSOFT, INC., a Virginia corporation, and SER SYSTEMS, INC., a Delaware corporation (collectively, the "Merged Corporations"), and PORTAL CONNECT, INC., a Virginia corporation (the "Company").

The Board of Directors of each of the Company and the Merged Corporations have approved the merger of the Merged Corporations with and into the Company by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Merged Corporations and the Company agree as follows:

Section 1. Merger.

Pursuant to the terms and conditions of this Plan of Merger (the "Plan of Merger"), the Merged Corporations shall, at the Effective Time, be merged (the "Merger") with and into the Company, in accordance with the provisions of, and with the effects provided in, Article 12 of the Virginia Stock Corporation Act (the "VSCA") and Section 252 of the Delaware General Corporation Law (the "DGCL"). The Company shall be, and shall continue as, the surviving corporation (the "Surviving Corporation") in the Merger and the separate corporate existence of the Merged Corporations shall cease. The Merged Corporations and the Surviving Corporation are herein collectively referred to as the "Constituent Corporations."

Section 2. Effects of the Merger.

The Merger shall have the effects set forth in Section 13.1-721 of the VSCA and Section 252 of the DGCL.

Section 3. Articles of Incorporation and Bylaws.

The Articles of Incorporation and Bylaws of the Company as in effect at the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation until changed or amended in accordance with applicable law.

Section 4. Conversion of Shares.

- A. At the Effective Time, each issued and outstanding share of capital stock of SER MACROSOFT, INC., owned by the Company shall, by virtue of the Merger and without any action on the part of the Company or SER MACROSOFT, INC., be cancelled.
- B. At the Effective Time, each issued and outstanding share of capital stock of SER MACROSOFT, INC. owned by any shareholder other than the Company shall, by virtue of the Merger and without any action on the part of the Company or SER MACROSOFT, INC., be converted into 0.932 shares of common stock, par value \$0.01 per share, of the Surviving Corporation.
- C. At the Effective Time, each issued and outstanding share of capital stock of SER SYSTEMS, INC. shall, by virtue of the Merger and without any action of the part of the Company or SER SYSTEMS, INC. be converted into 1.30 shares of common stock, par value \$0.01 per share, of the Surviving Corporation.

Section 5. Name Change.

As of the Effective Time, the name of the Surviving Corporation shall be changed to SER Solutions Inc.

Section 6. Effective Time.

The Merger shall be effective as of 12:01 a.m., EST, on January 1, 2001 (the "Effective Time").

Section 7. Amendment.

At any time before the Effective Time, this Plan of Merger may be amended, provided that any such amendment is approved by the Board of Directors of the Company.

Section 8. Further Assurances.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or in equity are necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise carry out the provisions hereof, the proper officers and

directors of the Constituent Corporations as of the Effective Time, and thereafter the officers of the Surviving Corporation on behalf of the Merged Corporations, shall execute and deliver any and all proper assignments, conveyances and assurances in law or in equity, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the provisions hereof.

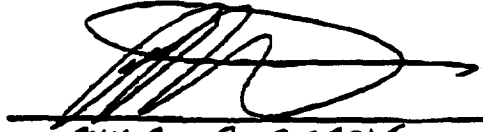
Section 9. Tax Consequences.

The parties intend that the Merger shall constitute a "complete liquidation" of each of the Merged Corporations, and this Plan of Merger shall constitute a "plan of complete liquidation" concerning each of the Merged Corporations, within the meaning of Section 332 and 337 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

[Signatures Appear on Following Page]

IN WITNESS WHEREOF, the Merged Corporations and the Company have caused the Plan to be executed as of the day and year first written above.


SER MACROSOFT, INC.
a Virginia corporation

By: 
Name: ANNA A. STALEY
Title: CEO

SER SYSTEMS, INC.
a Delaware corporation

By: 
Name: PHILIP A. STALEY
Title: CHAIRMAN

PORTAL CONNECT, INC.
a Virginia corporation

By: 
Name: PHILIP A. STALEY
Title: PROSIDENTO CEO

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

January 9, 2001

The State Corporation Commission has found the accompanying articles submitted on behalf of
SER Solutions, Inc. (formerly SER SOLUTIONS INC.)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective January 9, 2001, at 02:33 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

01-01-09-1616
AMENACPT
CIS0317

TRADEMARK
REEL: 002286 FRAME: 0126

ARTICLES OF AMENDMENT
of the
ARTICLES OF INCORPORATION
of
SER SOLUTIONS INC.

These Articles of Amendment are filed in accordance with Section 13.1-710 of the Virginia Stock Corporation Act:

A. The name of the corporation (which is hereinafter referred to as the "Corporation") is SER Solutions Inc.

B. The amendment to the Corporation's Articles of Incorporation adopted on January 3, 2001, by written consent of the Corporation's sole shareholder is as follows:

1. Article I of said Articles of Incorporation is deleted and is replaced by the following to change the name of the Corporation to SER Solutions, Inc.

"ARTICLE I

The name of the Corporation is SER Solutions, Inc."


C. These Articles of Amendment were approved on January 3, 2001 by the sole shareholder of the Corporation by unanimous written consent in accordance with Section 13.1-657 of the Virginia Stock Corporation Act and the Corporation's Articles of Incorporation. Pursuant to Section 13.1-688E of the Virginia Stock Corporation Act, no approval by the Board of Directors of the Corporation was required.

SER SOLUTIONS, INC.

By:

Name:

Title:


Dr. Philip A. Storey
President