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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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
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

FOR OFFICE USE ONLY

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:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 002305 FRAME: 0345

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)		
<input type="text" value="75755721"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2111618"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2121209"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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: #

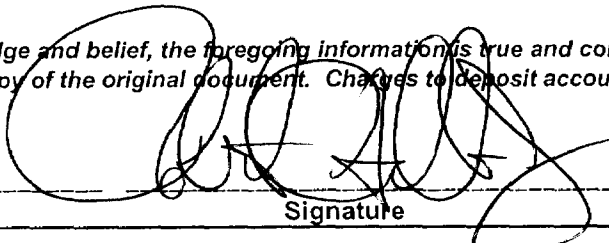
Authorization to charge additional fees: Yes No

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.

Robert P. Felber, Jr.

Name of Person Signing



Signature

May 22, 2001

Date Signed

FILED

RECORDED 02/16/2000

RECEIVED

CERTIFICATE OF MERGER - TENNESSEE

of

EdgeNet Media, LLC

into

EdgeNet, Inc.

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SECRETARY OF STATE

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, pursuant to the requirements of Section 48-244-103 of the Tennessee Limited Liability Company Act, does hereby certify:

1. That the name and state of formation or organization of each of the constituent entities of the merger are as follows:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State of Domicile</u>
EdgeNet Media, LLC	limited liability company	Tennessee
EdgeNet, Inc.	corporation	Delaware

2. That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by EdgeNet, Inc. in accordance with the requirements of Sections 264 and 251 of the General Corporation Law of the State of Delaware, and has been approved, adopted, certified, executed and acknowledged by EdgeNet Media, LLC in accordance with the requirements of Section 48-244-102 of the Tennessee Limited Liability Company Act and Section 264 of the General Corporation Law of the State of Delaware.

3. That the surviving entity of the merger is EdgeNet, Inc., and its name is "EdgeNet, Inc."

4. That the certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

5. That the certificate of incorporation of the surviving corporation shall be as set forth on Attachment 1 hereto.


6. That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is: 111 Westwood Place, Brentwood, Tennessee 37027.

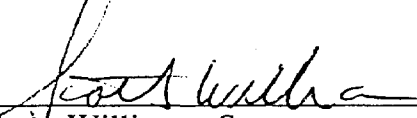
7. That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of any constituent entity.

8. That the merger shall be effective upon the filing of this certificate.

RECEIVED
IN WITNESS WHEREOF, EdgeNet ~~Media~~, Inc. has caused this Certificate of Merger to be signed by its ²⁶President and Secretary on this 17th day of February, 2000

SECRETARY OF STATE
EdgeNet ~~Media~~, Inc.

By: 
Timothy Choate, President

By: 
Scott Williams, Secretary

U.S. EXPRESS MAILING LABEL NO. EL027840851US

Date of Deposit: May 22, 2001

Contents: Cover Letter, Recordation Form Cover Sheet, Copies of Merger Documents, Recordation Fee Check in the amount of \$90.00 (SN 75755721, RN 2111618, RN 2121209)

CERTIFICATE OF INCORPORATION

OF

EDGENET, INC.

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

Article I The name of the corporation is: EdgeNet, Inc.

Article II The registered office of the corporation in the State of Delaware is to be located at 1209 Orange Street, County of New Castle, Wilmington, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

Article III The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Article IV The total number of shares of capital stock which the corporation shall have authority to issue is One Hundred Million (100,000,000) shares of common stock, par value \$0.01 per share.

Article V The name and the mailing address of the sole incorporator is:

Davis H. Carr
Boult, Cummings, Conners & Berry PLC
414 Union Street
Suite 1600
Nashville, Tennessee 37215

Article VI The number of directors of the corporation shall be the number from time to time fixed by, or in the manner provided in, the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Article VII In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time by-laws of the corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors.

U.S. EXPRESS MAILING LABEL NO. EL027840851US

Date of Deposit: May 22, 2001

Contents: Cover Letter, Recordation Form Cover Sheet, Copies of Merger Documents, Recordation Fee Check in the amount of \$90.00 (SN 75755721, RN 2111613)

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SECRETARY OF STATE

Article VIII A director of the corporation shall not be personally liable for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation law, as so amended. Any repeal or amendment of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article IX The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors (except the rights set forth in Article VIII hereof) and officers are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February, 2000



Davis H. Carr, Sole Incorporator

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