

06-28-2001



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

101764556

To the Honorable Commissioner of Patent and Trademark Office, original documents or copy thereof.

1. Name of conveying party(ies):

E-BRAIN SOLUTIONS LLC

62571

- Individual(s)
- General Partnership
- Corporation-State
- Other Georgia Limited Liability Corporation
- 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

Execution Date: **May 31, 2001**

2. Name and address of receiving party(ies)

Name: **EXOBRAIN, INC.**

Internal Address: _____

Street Address: **1200 Mountain Creek Road, Suite 440**

City: **Chattanooga** State: **TN** Zip: **37405**

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State **Delaware**

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) - **See Attached Exhibit**

B. Trademark Registration No.(s) -

Additional number(s) attached Yes No

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

Name: **Michael J. Mehrman, Esq.
Gardner Groff Mehrman & Josephic, P.C.**

Internal Address:

Street Address: **600 Village Trace, Suite 300**

City: **Marietta** State: **Georgia** Zip: **30067**

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:

(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.

Michael J. Mehrman, Esq.

Name of Person Signing

Signature

6/21/01

Date

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

6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002324 FRAME: 0191

Exhibit

Marks subject of Merger between E-Brain Solutions LLC and ExoBrain, Inc.

Serial Number	Mark
76/174,001	SAYS WHAT IT DOES AND DOES WHAT IT SAYS
78/026,128	EXOBRAIN
78/026,132	EXOBRAIN
78/026,136	EXOBRAIN
78/026,156	EXOBRAIN
78/030,038	COMPUTERS MADE HUMAN
78/030,091	COMPUTERS MADE HUMAN
78/030,100	COMPUTERS MADE HUMAN
78/030,083	COMPUTERS MADE HUMAN
78/030,039	COMPUTERS MADE HUMAN
78/030,035	TELL ME WHAT YOU WANT TO DO!
78/030,085	TELL ME WHAT YOU WANT TO DO!
78/030,094	TELL ME WHAT YOU WANT TO DO!
78/030,080	TELL ME WHAT YOU WANT TO DO!
78/030,042	TELL ME WHAT YOU WANT TO DO!
78/030,037	THE LAST KILLER APP
78/030,090	THE LAST KILLER APP
78/030,098	THE LAST KILLER APP
78/030,082	THE LAST KILLER APP
78/030,044	THE LAST KILLER APP

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 011510453
CONTROL NUMBER : K933998
EFFECTIVE DATE : 05/31/2001
REFERENCE : 0091
PRINT DATE : 05/31/2001
FORM NUMBER : 441

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA GA 30361

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

EXOBRAIN, INC., A DELAWARE CORPORATION

NonSurviving Entity/Entities:

E-BRAIN SOLUTIONS LLC, A GEORGIA LIMITED LIABILITY COMPANY



[Handwritten Signature]
CATHY COX
SECRETARY OF STATE

ARTICLES OF MERGER OF
E-BRAIN SOLUTIONS LLC
AND
EXOBRAIN, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of Section 14-11-904 of the Georgia Limited Liability Company Act, the business entities hereinafter named do hereby adopt the following Articles of Merger:

FIRST: The name of business entity that is merging is E-Brain Solutions LLC, a limited liability company of the State of Georgia, and the name of the business entity into which it is merging is ExoBrain, Inc., a business corporation of the State of Delaware.

SECOND: The executed Agreement and Plan of Merger is on file at the principal place of business of ExoBrain, Inc. and that address is: 1200 Mountain Creek Road, #440, Chattanooga, TN 37405.

THIRD: A copy of the Agreement and Plan of Merger will be furnished by ExoBrain, Inc., on request and without cost, to any member of E-Brain Solutions LLC or stockholder of ExoBrain, Inc.


FOURTH: The Agreement and Plan of Merger was authorized by the Board of Directors and approved by the sole stockholder of ExoBrain, Inc. in accordance with the laws of the State of Delaware.

FIFTH: The Agreement and Plan of Merger was approved by the members of E-Brain Solutions LLC in accordance with Section 14-11-903 of the Georgia Limited Liability Company Act.

SIXTH: The Secretary of State of Georgia is hereby designated agent for service of process for ExoBrain, Inc., and the address for the Secretary of State to send process to is: 1200 Mountain Creek Road, #440, Chattanooga, TN 37405.

Executed on this 31st day of MAY, 2001.

SECRETARY OF STATE
01 MAY 31 AM 11:35
CORPORATION'S DIVISION

EXOBRAIN, INC.

By: _____
Name: Peter Warten
Title: President

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:

"E-BRAIN SOLUTIONS LLC", A GEORGIA LIMITED LIABILITY COMPANY,

WITH AND INTO "EXOBRAIN, INC." UNDER THE NAME OF "EXOBRAIN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS



Harriet Smith Windsor
Secretary of State

3334372 8100M
010259563

AUTHENTICATION: 1163416
DATE: 05-31-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/31/2001
010259563 - 3338372

CT CORPORATION SYS

1232 254 8190 P.02

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
E-BRAIN SOLUTIONS LLC
INTO
EXOBRAIN, INC.

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is ExoBrain, Inc., a Delaware corporation, and the name of the foreign limited liability company being merged with and into the surviving corporation is E-Brain Solutions LLC, a Georgia limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging foreign limited liability company in accordance with Section 264(c) of the Delaware General Corporation law.

THIRD: The name of the surviving corporation is ExoBrain, Inc.

FOURTH: The Certificate of Incorporation of ExoBrain, Inc., a Delaware corporation that is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at 1200 Mountain Creek Road, #440, Chattanooga, TN 37405, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the surviving corporation or member of the merging foreign limited liability company.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 31st day of MAY, 2001.

EXOBRAIN, INC.

By: 
Authorized Officer

Name: Peter Warren
Print or Type
Title: President