

9-29-01

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)

- 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

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FC:481 40.00 01

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.

Ira C. Edell
Name of Person Signing


Signature

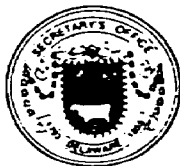
9/28/01
Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"SOFTSPIKES, INC.", A VIRGINIA CORPORATION,
WITH AND INTO "SOFTSPIKES, INC." UNDER THE NAME OF
"SOFTSPIKES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JULY, A.D. 1999, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

3056652 8100M

991288770

AUTHENTICATION: 9865130

DATE: 07-14-99
TRADEMARK

REEL: 002377 FRAME: 0847

**CERTIFICATE OF MERGER
FOR THE
MERGER OF**

SOFTSPIKES, INC.
(a Virginia corporation)

WITH AND INTO

SOFTSPIKES, INC.
(a Delaware corporation)

The undersigned corporation, Softspikes, Inc., a Delaware corporation, which is the surviving corporation in the merger described herein, hereby states as follows.

1. The name and state of incorporation of each of the constituent corporations are as follows.

- (a) Softspikes, Inc., a Virginia corporation; and
- (b) Softspikes, Inc., a Delaware corporation.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation shall be Softspikes, Inc., a Delaware corporation.

4. The Certificate of Incorporation of Softspikes, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, which is: 806 West Diamond Avenue, Suite 200, Gaithersburg, Maryland 20878.

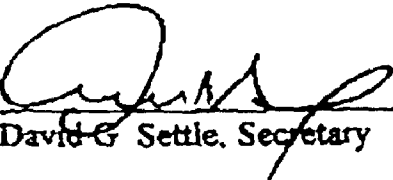
6. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any of the constituent corporations.

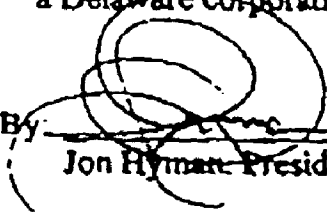
7. The authorized capital stock of Softspikes, Inc., a Virginia corporation, is Five Million (5,000,000) shares of Common Stock, par value of One Dollar (\$1.00) per share.

IN WITNESS WHEREOF, Softspikes, Inc., a Delaware corporation, has caused this Certificate of Merger to be executed by its duly authorized President, and attested to by its duly authorized Secretary, all effective as of the 14th day of July, 1999

ATTEST:

SOFTSPIKES, INC.,
a Delaware corporation

By: 
David G. Settle, Secretary

By: 
Jon Hyman, President

Document # 1061436 v.3

Document # 1061436 v.3

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1-847 P. 04/04 P-777

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JUL-14-99 03:32PM From-SHAW PITTMAN McLean

RECORDED: 09/28/2001

TRADEMARK
REEL: 002377 FRAME: 0849