

12-05-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



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

Tab settings

101907188

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

1. Name of conveying party(ies):

Infonautics Corporation

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

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

3. Nature of conveyance:

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

Execution Date:

2. Name and address of receiving party(ies)

Name: Tucows Inc.

Internal Address: Corporation Trust Center

Street Address: 1209 Orange Street

City: Wilmington State: DE Zip: 19801

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State DE, 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 Schedule A

B. Trademark Registration No.(s) See attached Schedule A

Additional number(s) attached Yes No

2378098

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

Name: Louis M. Heidelberger, Esquire

Internal Address: Reed Smith LLP 2500 One Liberty Place

Street Address: 1650 Market Street

City: Phila. State: PA Zip: 19103

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41): \$ 265.00

- 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.

Jeffrey A. Porter, Esq. Name of Person Signing

Jeffrey A. Porter Signature

Nov. 15, 2001 Date

Total number of pages including cover sheet, attachments, and document: 9

12/04/2001 DBYRNE 00000076 2378098

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

01 FC:481 02 FC:482

40.00 OR 225.00 OR

**SCHEDULE "A"**

**CONTINUATION OF ITEM 4**

<b><u>Trademark</u></b>	<b><u>Application No.</u></b>	<b><u>Registration No.</u></b>
COMPANY SLEUTH		2,378,098
INFONAUTICS		2,085,354
INFONAUTICS		2,154,060
INFORNAUTICS		2,111,585
ENTERTAINMENT SLEUTH	75/803,455	
JOB SLEUTH	75/635,948	
MEDICAL SLEUTH	75/803.454	
SHOPPING SLEUTH	75/803,225	
SLEUTHWIRE	75/731,706	
SPORTS SLEUTH	75/733.181	

**CERTIFICATE OF MERGER  
OF  
TAC MERGER SUB CORPORATION  
WITH AND INTO  
TUCOWS INC.**

**Under Section 251 of the**

**Delaware General Corporation Law**

Pursuant to Section 251(c) of the Delaware General Corporation Law (the "DGCL"), Tucows Inc., a Delaware corporation ("Tucows"), hereby certifies the following in connection with the merger (the "Merger") of TAC Merger Sub Corporation ("TAC"), a Delaware corporation, with and into Tucows:

**1. Name and State of Incorporation.** The names and states of incorporation of Tucows and TAC, which are the only constituent corporations in the Merger (the "Constituent Corporations"), are:

<u>Name</u>	<u>State of Incorporation</u>
Tucows Inc.	Delaware
TAC Merger Sub Corporation	Delaware

**2. Agreement of Merger.** The Agreement and Plan of Merger, dated as of March 27, 2001, by and among Infonautics, Inc., a Pennsylvania corporation, Tucows and TAC ("Agreement of Merger"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Sections 103 and 251 of the DGCL.

**3. Name of Surviving Corporation.** The name of the corporation surviving the Merger is Tucows Inc. (the "Surviving Corporation").


4. **Certificate of Incorporation of Surviving Corporation.** The Certificate of Incorporation of the Surviving Corporation shall be amended and restated as set forth in Exhibit A hereto.

5. **Agreement of Merger on File.** An executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, which is located at 96 Mowat Avenue, Toronto, Ontario, M6K 3M1, Canada.

6. **Copy of Agreement of Merger.** A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been executed as of this  
28th day of August, 2001.

TUCOWS INC.

By:   
Name: Elliot Noss  
Title: President and Chief Executive Officer

**Exhibit A****AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
TUCOWS INC.**

1. (a) The name of the corporation is Tucows Inc. The original name of the corporation was Tucows Interactive Ltd., which name was subsequently changed to Tucows.com Inc.

(b) The original Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on April 26, 1999.

2. Pursuant to 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and further amends the provisions of the Certificate of Incorporation of the corporation as heretofore amended and supplemented.

3. The text of the Certificate of Incorporation as heretofore amended and supplemented is hereby amended and restated in its entirety to read as follows:

FIRST: The name of the corporation is:

TUCOWS INC.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One (1) share of Common Stock with a par value per share of One-Cent (\$.01).

FIFTH: The corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. the Board of Directors of the corporation is expressly authorized to adopt, amend or repeal the Bylaws of the corporation;

B. elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide;

C. the books of the corporation may be kept at such place within or without the State of Delaware as the Bylaws of the corporation may provide or as may be designated from time to time by the Board of Directors of the corporation; and

D. any action required or permitted to be taken at any meeting of the Board of Directors of the corporation or any committee thereof may be taken without a meeting only if all of the directors or committee, as the case may be, consent thereto in writing or by electronic transmission.

SEVENTH: No director shall be personally liable to the corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the corporation or such holders, (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 such director derives an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the law of the State of Delaware is hereafter amended 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 then permitted. No repeal or modification of this Article SEVENTH shall adversely affect any right of or protection afforded to a director of the corporation existing immediately prior to such repeal or modification.


EIGHTH: The corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law either now in existence or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws of the corporation may provide for indemnification and advancement of expenses to the corporation's officers, directors, employees and agents on such terms and conditions as the Board of Directors of the corporation may from time to time deem appropriate or advisable.

NINTH: Except as provided herein, from time to time any of the provisions of this Amended and Restated Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this Amended and Restated Certificate of Incorporation are granted subject to the provisions of this Article NINTH.

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IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed on the 28th day of August, 2001, by the undersigned officer thereunto duly authorized.

TUCOWS INC.

By:   
Name: Elliot Noss  
Title: President and Chief Executive Officer