

12-11-2001

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

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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.

11-901

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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

Execution Date: April 14, 2000

2. Name and address of receiving party(ies)

Name: Portal Connect, 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)

75816332, 75723743, 75113548

4105

B. Trademark Registration No.(s)

1555518, 1473998

NOV

Additional number(s) attached Yes No

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

Name: Jonathan R. Pond

Internal Address:

Street Address: Hunton & Williams, Riverfront Plaza, East

Tower, 951 E. Byrd Street

City: Richmond State: VA Zip: 23219

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$ 140

- 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.

JONATHAN R. POND
Name of Person Signing

Jonathan R. Pond
Signature

Nov. 7, 2001
Date

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

14

12/10/2001 LNUELLER 00000126 75816332

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 DR
100.00 DR

TRADEMARK
REEL: 2405 FRAME: 0833

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

April 14, 2000

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

PORTAL CONNECT, 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:

PORTAL CONNECT, INC.

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

The certificate is effective on April 14, 2000 at 11:59 PM.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0352
00-04-14-0505

**TRADEMARK
REEL: 2405 FRAME: 0834**

ARTICLES OF MERGER

merging

PORTAL CONNECT, INC.
(a Delaware corporation)

with and into

PCI MERGER SUB, INC.
(a Virginia corporation)

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 and Liquidation (the "Plan") attached hereto as Exhibit A provides for the merger (the "Merger") of Portal Connect, Inc., a Delaware corporation (the "Merged Corporation"), with and into PCI Merger Sub, Inc., a Virginia corporation (the "Surviving Corporation"). The Plan 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, conduct its business under the name "Portal Connect, Inc."

III.

The sole shareholder of the Merged Corporation approved the Plan as of April 7, 2000 by unanimous written consent. The Surviving Corporation is a wholly-owned subsidiary of the Merged Corporation. Pursuant to Section 13.1-719 of the Code of Virginia, approval of the Plan was not required by the shareholders of the Surviving Corporation.

IV.

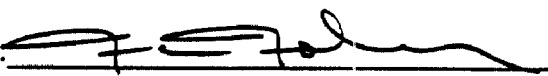
The Merger is permitted by the Delaware General Corporation Law under whose laws the Merged Corporation is incorporated. The Merged Corporation has complied with the Delaware General Corporation Law in effecting the Merger.

V.


The certificate of merger issued by the State Corporation Commission of Virginia in connection with the Merger shall become effective at 11:59 pm, EST on April 14, 2000.

The undersigned, Frederick C. Foley and Frederick C. Foley, respectively, of the Merged Corporation and the Surviving Corporation, declares that the facts herein stated are true as of April 11, 2000.

PCI MERGER SUB, INC.,
a Virginia corporation

By: 
Name: Frederick C. Foley
Title: CEO

PORTAL CONNECT, INC.,
a Delaware corporation

By: 
Name: Frederick C. Foley
Title: CEO

#: 503930

PLAN OF MERGER

of

**PORTAL CONNECT, INC.,
a Delaware corporation,**

with and into

**PCI MERGER SUB, INC.,
a Virginia corporation**

THIS PLAN OF MERGER, dated as of April 11, 2000, is by and between PORTAL CONNECT, INC., a Delaware corporation (the "Merged Corporation"), and PCI MERGER SUB, INC., a Virginia corporation (the "Company").

A. The Company is a wholly-owned subsidiary of the Merged Corporation.

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

NOW, THEREFORE, Merged Corporation 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 Corporation shall, upon the issuance of a certificate of merger by the State Corporation Commission of the Commonwealth of Virginia (the time of such issuance being referred to herein as 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 253 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 Corporation shall cease.

Section 2. Effects of the Merger. The Merger shall have the effects set forth in Section 13.1-721 of the VSCA and Section 253 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 the Merged Corporation shall, by virtue of the Merger and without any action on the part of the Company or the Merged Corporation, be converted into ten (10) shares of common stock, par value \$0.01 per share, of the Surviving Corporation.
- B. At the Effective Time, the certificate representing the issued and outstanding shares of Common Stock of the Surviving Corporation shall be tendered to the Surviving Corporation by the Merged Corporation and such certificate shall be canceled.


Section 5. Name Change. As of the Effective Time, the name of the Surviving Corporation shall be changed to Portal Connect, Inc.

Section 6. 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.


[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.

PCI MERGER SUB, INC.,
a Virginia corporation

By: 
Name: Frederick C. Foley
Title: CEO

PORTAL CONNECT, INC.,
a Delaware corporation

By: 
Name: Frederick C. Foley
Title: CEO

State of Delaware
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"PORTAL CONNECT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PCI MERGER SUB, INC." UNDER THE NAME OF
"PORTAL CONNECT, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED
IN THIS OFFICE THE FOURTEENTH DAY OF APRIL, A.D. 2000, AT 4:30
O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3218176 8100M

001193772

AUTHENTICATION: 0401540

DATE: 04-26-00

CERTIFICATE OF OWNERSHIP AND MERGER

merging
PORTAL CONNECT, INC.
with and into
PCI MERGER SUB, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Portal Connect, Inc., a corporation organized and existing under the laws of the state of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation is incorporated pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation owns all of the outstanding shares of each class of capital stock of PCI Merger Sub, Inc., a Virginia corporation ("Merger Sub").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof dated April 3, 2000, filed with the minutes of the Board, pursuant to Section 141 of the Delaware General Corporation Law, determined to and, effective as of 11:59 pm, EST on April 14, 2000, does merge with and into the Merger Sub.


RESOLVED, that the Corporation merge into the Merger Sub, a wholly-owned subsidiary of the Corporation, effective as of 11:59 pm, EST on April 14, 2000 (the "Effective Time") pursuant to the terms and conditions in the Plan of Merger dated April 11, 2000, which is attached hereto as Exhibit A:

RESOLVED, that the Corporation resulting from the merger shall, as a result of and at the Effective Time as set forth in this Certificate of Ownership and Merger, assume all of the liabilities and obligations of the Corporation and conduct its business under the name "Portal Connect, Inc.;"

RESOLVED, that the officers of the Corporation be and each of them acting alone hereby is authorized by and on behalf of the Corporation to make, execute and deliver, and the Secretary or any Assistant Secretary be and each hereby is authorized to attest, a Certificate of Ownership and Merger, Articles of Merger and such other related certificates, articles, plans, agreements or instruments, which may set forth a copy of these resolutions providing for the merger of Portal Connect, Inc. into the Corporation; to cause said Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware; to cause a certified copy to be recorded in the office of the Recorder of Deeds of the County of New Castle; to cause said Articles of Merger to be filed with the State Corporation Commission of the Commonwealth of Virginia; and to do all acts and things, whatsoever, whether within or without the State of Delaware or the Commonwealth of Virginia, which may be in any way necessary or appropriate to effect said merger.

SENT BY ACCOUN...
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by
Frederick C. Foley, its authorized officer, this 11th day of April, 2000.

PORTAL CONNECT, INC.

BY: 
Name: Frederick C. Foley
Title: CFO

503941

PLAN OF MERGER

of

PORTAL CONNECT, INC.,
a Delaware corporation,

with and into

PCI MERGER SUB, INC.,
a Virginia corporation

THIS PLAN OF MERGER, dated as of April 11, 2000, is by and between PORTAL CONNECT, INC., a Delaware corporation (the "Merged Corporation"), and PCI MERGER SUB, INC., a Virginia corporation (the "Company").

A. The Company is a wholly-owned subsidiary of the Merged Corporation.

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

NOW, THEREFORE, Merged Corporation 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 Corporation shall, upon the issuance of a certificate of merger by the State Corporation Commission of the Commonwealth of Virginia (the time of such issuance being referred to herein as 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 253 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 Corporation shall cease.

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- A. At the Effective Time, each issued and outstanding share of capital stock of the Merged Corporation shall, by virtue of the Merger and without any action on the part of the Company or the Merged Corporation, be converted into ten (10) shares of common stock, par value \$0.01 per share, of the Surviving Corporation.
- B. At the Effective Time, the certificate representing the issued and outstanding shares of Common Stock of the Surviving Corporation shall be tendered to the Surviving Corporation by the Merged Corporation and such certificate shall be canceled.


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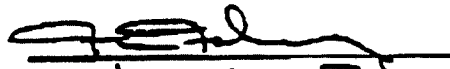
[Signatures Appear on Following Page]

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.

PCI MERGER SUB, INC.,
a Virginia corporation

By: 
Name: Frederick C. Foley
Title: CFO

PORTAL CONNECT, INC.,
a Delaware corporation

By: 
Name: Frederick C. Foley
Title: CFO

SERVICE OF PROCESS

The surviving corporation PCI Merger Sub, Inc. hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of merging corporation Portal Connect, Inc., arising from the merger, including the rights of any dissenting stockholders thereof, and hereby irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and agrees that service of any such process may be made by personally delivering to and leaving with such Secretary of State of the State of Delaware duplicate copies of such process, and hereby authorized the Secretary of State of Delaware to send forthwith by registered mail one of such duplicate copies of such process addressed to it at 555 Herndon Parkway, Herndon, Virginia 20170.