

12-11-2001

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

RE

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



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To the Honorable Commissioner of Patent and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 11-08-2001 EIS International, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other Additional name(s) of conveying party(ies) attached? Yes No

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 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: January 31, 2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75816332, 75723743, 75113548 B. Trademark Registration No.(s) 1555518, 1473998 Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 5

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

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)

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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

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Total number of pages including cover sheet, attachments, and document: 7 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignment's Washington, D.C. 20231

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Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"SERSYS ACQUISITION CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "EIS INTERNATIONAL, INC." UNDER THE NAME OF "PORTAL CONNECT, 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 JANUARY, A.D. 2000, AT 9:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1417300

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DATE: 10-30-01

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
SERSYS ACQUISITION CORPORATION
WITH AND INTO EIS INTERNATIONAL, INC.**

**(PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF
DELAWARE)**

Pursuant to Sections 103 and 253 of the General Corporation Law of the State of Delaware, SERSys Acquisition Corporation, a Delaware corporation (the "Corporation"), hereby files this Certificate of Ownership and Merger to reflect the merger of the Corporation, with and into EIS International, Inc., a Delaware corporation (the "Subsidiary"), and states as follows:

FIRST: The Corporation was incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware. The Subsidiary was incorporated and duly organized pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns in excess of ninety percent (90%) of the outstanding shares of each class of the capital stock of the Subsidiary.

THIRD: That the Corporation, by resolutions duly adopted by its Board of Directors on the 28th day of January, 2000, determined to merge itself with and into Subsidiary pursuant to Section 253 of the General Corporation Law of the State of Delaware, such merger to be effective Tuesday, February 1, 2000, and on the conditions set forth in such resolutions:

RESOLVED: That the Board of Directors hereby authorizes and approves the merger of the Corporation with and into Subsidiary pursuant to Section 253 of the General Corporation Law of the State of Delaware such that the Corporation shall cease as soon as the merger shall become effective, and thereupon the Corporation and the Subsidiary will become a single corporation which shall continue to exist under, and be governed by the laws of the State of Delaware.

RESOLVED: That the terms and conditions of the proposed merger are as set forth in that certain Agreement and Plan of Merger dated as of December 17, 1999 (the "Merger Agreement"), including, but not limited to such terms and conditions as follows:

(a) Pursuant to the terms and conditions of the Merger Agreement, each former holder of the outstanding shares of common stock of Subsidiary shall receive \$6.25 per share, net to the sellers in cash (the "Merger Consideration")

(b) The outstanding shares of capital stock of the Corporation shall be converted into a total of 1,000,000 shares of the capital stock of the surviving corporation.

(c) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of the Subsidiary may surrender the same to the Corporation pursuant to the terms of the Merger Agreement and such holder shall be entitled upon such surrender to receive in exchange therefor the Merger Consideration.

(d) The Restated Certificate of Incorporation of EIS International, Inc. shall be amended in its entirety as attached on Exhibit A.

(e) The name of the surviving corporation is being changed to "Portal Connect, Inc.", a Delaware corporation.

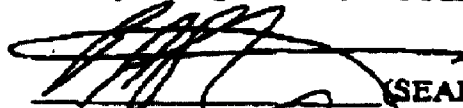
RESOLVED: That the President and the Secretary of this Corporation be and they hereby are, jointly and severally, authorized and directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolutions so to merge Corporation with and into Subsidiary pursuant to Section 253 of the General Corporation Law of the State of Delaware and to assume Subsidiary's liabilities and obligations and to file the same in the office of the Secretary of State of Delaware, and do all acts and things whatsoever whether within or without the State of Delaware, as may be necessary and proper to effect the merger authorized above.

FOURTH: The merger of the Corporation with and into the Subsidiary has been approved by unanimous written consent, dated January 28, 2000, of the holders of the outstanding capital stock of the Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation, has caused this Certificate of Ownership and Merger to be signed by its authorized officer on this 31st day of January, 2000.

SERSys ACQUISITION CORPORATION

By:



(SEAL)
Dr. Philip A. Stofey
President

DCI/109217

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RESTATED CERTIFICATE OF INCORPORATION

OF

PORTAL CONNECT, INC.

FIRST: The name of the corporation (the "Corporation") is Portal Connect, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, DE 19805 in the city of Wilmington. The name of the registered agent at such address is Corporation Service Company located in New Castle County.

THIRD: 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 the State of Delaware.

FOURTH: The total number of shares which the Corporation shall have authority to issue is One Million Five Hundred Thousand (1,500,000) shares of common stock and the par value of each such share is One Cent (\$.01) per share.

FIFTH: To the maximum extent permitted by applicable law as amended from time to time, the Corporation shall indemnify and advance expenses to any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, or satisfies the standard of conduct required by applicable law.

SIXTH: The liability of the directors of the Corporation to the Corporation and its stockholders for monetary damages shall be limited to the maximum extent permitted by Delaware law. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's charter inconsistent with this paragraph, shall apply to or affect in any respect the rights to limitation of liability of any director of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal bylaws.

EIGHTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation. Nothing contained herein shall affect or impair the Corporation's ability to avail itself of any other state or federal law concerning insolvency and/or reorganization, including but not limited to Title 11 of the U.S. Code.