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12-11-2001

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

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



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

1. Name of conveying party(ies): Portal Connect, Inc. 11-08-01 Individual(s) Association General Partnership Limited Partnership Corporation-State Virginia Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: SER Solutions 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: January 1, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75899700 B. Trademark Registration No.(s) 2427807, 2391972, 2209979, 2460705 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

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Total number of pages including cover sheet, attachments, and document: 18

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40.00 DP 100.00 DP documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002406 FRAME: 0039

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

January 1, 2001

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

SER Solutions 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:

SER MacroSoft, Inc.
SER SYSTEMS, INC. (A DE CORP REVOKED 6-1-99)

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

The certificate is effective on January 1, 2001. at 12:01 a.m.

STATE CORPORATION COMMISSION

By 

Commissioner

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ARTICLES OF MERGER

MERGING

SER MACROSOFT, INC. (a Virginia corporation)

AND

SER SYSTEMS, INC. (a Delaware corporation)

WITH AND INTO

PORTAL CONNECT, 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 (the "Plan of Merger") attached hereto as Exhibit A provides for the merger (the "Merger") of SER MacroSoft, Inc., a Virginia corporation ("SER MacroSoft"), and SER Systems, Inc., a Delaware corporation ("SER Systems"), with and into Portal Connect, Inc., a Virginia corporation (the "Surviving Corporation"). The Plan of Merger 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, change its name to "SER Solutions Inc."

III.

The Plan of Merger was approved on December 28, 2000 by the sole shareholder of the Surviving Corporation by unanimous written consent. Pursuant to Section 13.1-688E of the VSCA, no approval by the Board of Directors of the Surviving Corporation was required.

IV.

The Plan of Merger was approved on December 28, 2000 by the shareholders of SER MacroSoft by unanimous written consent. Pursuant to Section 13.1-688E of the VSCA, no approval by the Board of Directors of SER MacroSoft was required.

V.

The Plan of Merger was approved by the unanimous written consent of the Board of Directors of SER Systems dated December 28, 2000 and by the written consent of the sole shareholder of SER Systems dated December 28, 2000.

VI.


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

VII.


The certificate of merger issued by the State Corporation Commission of Virginia in connection with the Merger shall become effective at 12:01 A.M., Eastern Time, on January 1, 2001.

The undersigned representatives of SER Systems, SER MacroSoft and the Surviving Corporation each declares that the facts herein stated are true as of December 28, 2000.

PORTAL CONNECT, INC.
a Virginia corporation

By: 
Name: PHILIP A. STOREY
Title: PRESIDENT & CEO.

SER MACROSOFT, INC.
a Virginia corporation

By: 
Name: PHILIP A. STOREY
Title: CEO

SER SYSTEMS, INC.
a Delaware corporation


By: 
Name: PHILIP A. STOREY
Title: CHAIRMAN.

Exhibit A

PLAN OF MERGER

between

SER MACROSOFT, INC.
a Virginia corporation

and

SER SYSTEMS, INC.
a Delaware corporation

with and into

PORTAL CONNECT, INC.
a Virginia corporation

THIS PLAN OF MERGER, dated as of December 28, 2000, is by and between SER MACROSOFT, INC., a Virginia corporation, and SER SYSTEMS, INC., a Delaware corporation (collectively, the "Merged Corporations"), and PORTAL CONNECT, INC., a Virginia corporation (the "Company").

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

NOW, THEREFORE, the Merged Corporations 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 Corporations shall, at 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 252 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 Corporations shall cease. The Merged Corporations and the Surviving Corporation are herein collectively referred to as the "Constituent Corporations."

Section 2. Effects of the Merger.

The Merger shall have the effects set forth in Section 13.1-721 of the VSCA and Section 252 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 SER MACROSOFT, INC., owned by the Company shall, by virtue of the Merger and without any action on the part of the Company or SER MACROSOFT, INC., be cancelled.
- B. At the Effective Time, each issued and outstanding share of capital stock of SER MACROSOFT, INC. owned by any shareholder other than the Company shall, by virtue of the Merger and without any action on the part of the Company or SER MACROSOFT, INC., be converted into 0.932 shares of common stock, par value \$0.01 per share, of the Surviving Corporation.
- C. At the Effective Time, each issued and outstanding share of capital stock of SER SYSTEMS, INC. shall, by virtue of the Merger and without any action of the part of the Company or SER SYSTEMS, INC. be converted into 1.30 shares of common stock, par value \$0.01 per share, of the Surviving Corporation.

Section 5. Name Change.

As of the Effective Time, the name of the Surviving Corporation shall be changed to SER Solutions Inc.

Section 6. Effective Time.

The Merger shall be effective as of 12:01 a.m., EST, on January 1, 2001 (the "Effective Time").

Section 7. 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.

Section 8. Further Assurances.

If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or in equity are necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise carry out the provisions hereof, the proper officers and

directors of the Constituent Corporations as of the Effective Time, and thereafter the officers of the Surviving Corporation on behalf of the Merged Corporations, shall execute and deliver any and all proper assignments, conveyances and assurances in law or in equity, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the provisions hereof.


Section 9. Tax Consequences.

The parties intend that the Merger shall constitute a "complete liquidation" of each of the Merged Corporations, and this Plan of Merger shall constitute a "plan of complete liquidation" concerning each of the Merged Corporations, within the meaning of Section 332 and 337 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.


[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.


SER MACROSOFT, INC.
a Virginia corporation

By: 
Name: ARTHUR A. STALEY
Title: CEO - Development

SER SYSTEMS, INC.
a Delaware corporation

By: 
Name: ARTHUR A. STALEY
Title: President

PORTAL CONNECT, INC.
a Virginia corporation

By: 
Name: ARTHUR A. STALEY
Title: President & CEO

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"SER MACROSOFT, INC.", A VIRGINIA CORPORATION,

"SER SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PORTAL CONNECT, 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 TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1410708

DATE: 10-25-01

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CERTIFICATE OF MERGER

between

SER MACROSOFT, INC.
a Virginia corporation

and

SER SYSTEMS, INC.
a Delaware corporation

with and into

PORTAL CONNECT, INC.
a Virginia corporation

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, the undersigned hereby execute the following Certificate of Merger and set forth:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) SER MacroSoft, Inc., a Virginia corporation ("SER MacroSoft");
 - (b) SER Systems, Inc., a Delaware corporation ("SER Systems"); and
 - (c) Portal Connect, Inc., a Virginia corporation ("Portal Connect").
- (2) A Plan of Merger has been approved, adopted, certified, executed and acknowledged by SER MacroSoft, SER Systems and Portal Connect in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation will be SER Solutions Inc., a Virginia corporation (the "Surviving Corporation").
- (4) The articles of incorporation of Portal Connect shall be the certificate of incorporation of the Surviving Corporation.
- (5) The executed Plan of Merger is attached hereto as Exhibit A.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 12/29/2000
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- (6) A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of SER MacroSoft and SER Systems.
- (7) The effective date of the merger shall be 12:01 A.M., Eastern Time, on January 1, 2001.
- (8) The Surviving Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of the SER Systems 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 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, Attention: General Counsel.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer, on this 28th day of December, 2000.

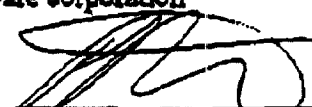
SER MACROSOFT, INC.
a Virginia corporation

By:


Name: PHILIP A. STALEY
Title: CEO

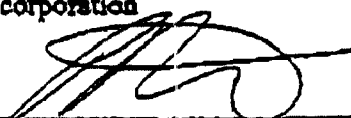
SER SYSTEMS, INC.
a Delaware corporation

By:


Name: PHILIP A. STALEY
Title: CHAIRMAN + DIRECTOR

PORTAL CONNECT, INC.
a Virginia corporation

By:


Name: PHILIP A. STALEY
Title: PRESIDENT + CEO

Secretary's Certificate

I, Peter Sprecher, Secretary of SER Systems, Inc., a Delaware corporation (the "Company"), hereby certify, as such Secretary, that the Plan of Merger to which this certificate is attached, after having been first duly signed on behalf of the Company and having been signed on behalf of SER MacroSoft, Inc., a Virginia corporation, and Portal Connect, Inc., a Virginia corporation, was duly adopted pursuant to Section 228 of Title 8 of the Delaware General Corporation Law by the unanimous written consent of the sole stockholder of the Company, which Plan of Merger was thereby adopted as the act of the sole stockholder of the Company and the duly adopted agreement and act of the Company.

WITNESS, my hand this 28th day of December, 2000.



Secretary