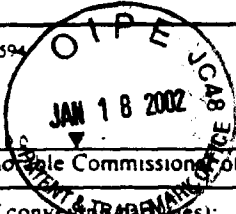


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01-28-2002

FORM PTO-1594
1-31-92



101960007

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please return the enclosed original documents or copy thereof.

1. Name of conveyer(s):
Learn2.com, Inc.;
E-Stamp Corporation

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

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

1/18/02

2. Name and address of receiving party(ies):
Name: Learn2 Corporation
Internal Address: 1311 Mamaroneck Avenue, Suite
210
Street Address: _____
City White Plains State NY ZIP 10604

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
 (Designation must be a separate document from Assignments)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 25, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
76/015,981

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Peter D. Murray, Esq.
Internal Address: Cooper & Dunham LLP
Street Address: 1185 Avenue of the Americas
City: NY State: NY ZIP 10036

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41):\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 03-3125
 (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.

Peter D. Murray Peter D. Murray 12/17/01
Name of Person Signing Signature Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

01/25/2002
01 FC:481

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40.00 DP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK

REEL: 002431 FRAME: 0441

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:

"LEARN2.COM, INC." A DELAWARE CORPORATION,

WITH AND INTO "E-STAMP CORPORATION" UNDER THE NAME OF "LEARN2 CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2001, AT 6 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2656322 8100M
010476383

AUTHENTICATION: 1360242
DATE: 09-26-01

**CERTIFICATE OF MERGER
MERGING**

**LEARN2.COM, INC.,
A DELAWARE CORPORATION**

WITH AND INTO

**E-STAMP CORPORATION,
A DELAWARE CORPORATION**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

E-Stamp Corporation, a Delaware corporation ("E-Stamp"), hereby certifies as follows:

- FIRST:** Each of the constituent corporations, E-Stamp and Learn2.com, Inc. ("Learn2"), is a corporation duly organized and existing under the laws of the State of Delaware.
- SECOND:** An Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 19, 2001, by and between E-Stamp and Learn2, setting forth the terms and conditions of the merger of Learn2 with and into E-Stamp (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.
- THIRD:** The surviving corporation in the Merger (the "Surviving Corporation") shall be E-Stamp.
- FOURTH:** The Restated Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety to read as Exhibit A attached hereto, and the name of the Surviving Corporation shall be changed to "Learn2 Corporation".
- FIFTH:** An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Learn2 Corporation
1311 Mamaroneck Avenue, Suite 210
White Plains, New York 10604

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:00 PM 09/25/2001
010476383 - 2656322

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TRADEMARK
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SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, E-Stamp Corporation has caused this Certificate of Merger to be executed in its corporate name as of the 25th day of September, 2001.

E-STAMP CORPORATION

By: /s/ Robert H. Ewald

Robert H. Ewald

President

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

E-STAMP CORPORATION

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Robert H. Ewald and Edward F. Malysz each hereby certifies:

(1) They are the President and Secretary, respectively, of E-Stamp Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law");

(2) The original Certificate of Incorporation of this corporation, originally filed on August 23, 1996, is hereby amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is Learn2 Corporation (the "Corporation").

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

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.

FOURTH: The Corporation is authorized to issue two classes of stock to be designated respectively Common Stock and Preferred Stock. The total number of shares of all classes of stock which the Corporation has authority to issue is Two Hundred Ten Million (210,000,000), consisting of Two Hundred Million (200,000,000) shares of Common Stock, \$0.001 par value (the "Common Stock"), and Ten Million (10,000,000) shares of Preferred Stock, \$0.001 par value (the "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of each such series of Preferred Stock, including without limitation authority to fix by resolution or resolutions, the dividend rights, dividend rate,

conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The Board of Directors is further authorized to increase (but not above the total number of authorized shares of the class) or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any series, the number of which was fixed by it, subsequent to the issue of shares of such series then outstanding, subject to the powers, preferences and rights, and the qualifications, limitations and restrictions thereof stated in the resolution of the Board of Directors originally fixing the number of shares of such series. If the number of shares of any series is so decreased, then the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

- FIFTH:** The Corporation is to have perpetual existence.
- SIXTH:** The election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.
- SEVENTH:** The number of directors which constitute the whole Board of Directors of the Corporation shall be designated in the Bylaws of the Corporation.
- EIGHTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Corporation.
- NINTH:** To the fullest extent permitted by the General Corporation Law as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the Corporation or any predecessor of the Corporation or serves or served at any other enterprise as a director, officer or employee at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this

Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

TENTH:

At the election of directors of the Corporation, each holder of stock of any class or series shall be entitled to one vote for each share held. No stockholder will be permitted to cumulate votes at any election of directors.

The number of directors which constitute the whole Board of Directors of the Corporation shall be fixed exclusively by one or more resolutions adopted from time to time by the Board of Directors. The Board of Directors shall be divided into three classes designated as Class I, Class II, and Class III, respectively. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the date hereof, the term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following the date hereof, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the date hereof, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting.

Vacancies created by newly created directorships, created in accordance with the Bylaws of this Corporation, may be filled by the vote of a majority, although less than a quorum, of the directors then in office, or by a sole remaining director.

ELEVENTH:

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the laws of the State of Delaware) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

The stockholders of the Corporation may not take any action by written consent in lieu of a meeting, and must take any actions at a duly called annual or special meeting of stockholders and the power of stockholders to consent in writing without a meeting is specifically denied.

TWELFTH:

Advance notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.