

01-31-2002

FORM PTO-1594  
(Rev. 6-93)



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

To the Honorable Commissioner of  
thereof.

101965993

of the attached original documents or copy

1. Name of conveying party(ies):  
Reason, Inc.

Individual(s)       Association

General Partnership     Limited Partnership  
 Corporation-State Colorado  
 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: July 19, 2000

1-23-02

2. Name and address of receiving party(ies):  
Name: Reason, Inc.

Internal Address: \_\_\_\_\_

Street Address: 3025 South Parker Road, Suite 800

City: Aurora State: Colorado ZIP 80014

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 Assignment).  
Additional name(s) & address(es) attached?  Yes     No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) 78/053,009

Additional numbers attached?  Yes     No

B. Trademark Registration No.(s) 2,493,077

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

Internal Address: Attn: Keith J. Berets, Esq.

Street Address: 380 Interlocken Crescent, Suite 900

City: Broomfield State: Colorado ZIP 80021

6. Total number of applications and registration involved:  \_\_\_\_\_  
2

7. Total fee (37 CFR 3.41):.....  
\$ 65.00

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.*

Keith J. Berets, Esq.      January 4, 2002  
Date

Total number of pages including cover sheet, attachments, and document: 4

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

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01 FC:481      40.00 OP  
02 FC:482      25.00 OP

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TRADEMARK  
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# Delaware

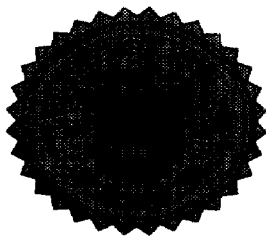
PAGE 1

*The First 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 MERGER OF "REASON, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

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020005040



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1539219

DATE: 01-03-02

TRADEMARK

REEL: 002433 FRAME: 0479

## CERTIFICATE OF MERGER OF

**REASON, INC.**  
a Colorado corporation

**WITH AND INTO**

**REASON, INC.**  
a Delaware corporation

Reason, Inc., a Colorado corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS in accordance with Section 252(c) of the Delaware General Corporation Law:

**FIRST:** The names of the corporations proposing to merge (the "Constituent Corporations") and the states under which such corporations are incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Reason, Inc. ("Reason Colorado")	Colorado
Reason, Inc. ("Reason Delaware")	Delaware

**SECOND:** An agreement and plan of merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 7-111-103 of the Colorado Business Corporation Act (the "Agreement and Plan of Merger").

**THIRD:** The name of the surviving corporation shall be "Reason, Inc." The surviving corporation shall be governed by the laws of the State of Delaware.

**FOURTH:** The Certificate of Incorporation of Reason Delaware shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 568 Pearl Street, Denver, Colorado 80209.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

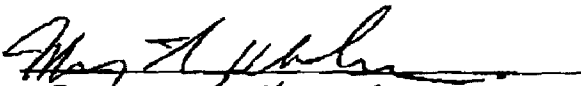
**SEVENTH:** Reason Colorado is authorized to issue Twenty Million (20,000,000) shares of common stock, at no par value per share and Ten Million (10,000,000) shares of preferred stock, at no par value.

Executed and verified this 19<sup>th</sup> day of July, 2000.

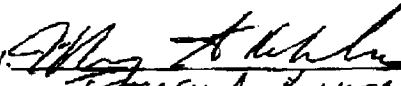
**REASON, INC.**  
a Colorado corporation

By:   
JEFFREY A. KOHLER  
Chief Executive Officer

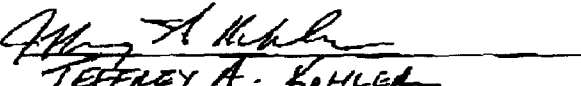
ATTEST:

  
JEFFREY A. KOHLER  
Secretary

**REASON, INC.**  
a Delaware corporation

By:   
JEFFREY A. KOHLER  
Chief Executive Officer

ATTEST:

  
JEFFREY A. KOHLER  
Secretary