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

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

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

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

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: 07/01/00

2. Name and address of receiving party(ies)

Name: Prosavvy, Inc.

Internal Address:

Address:

Street Address: 9510 Meridian Blvd., Suite 200

City: Englewood State: CO Zip: 80112

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2351920; 2383427; 1997724

Additional number(s) attached Yes No

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

Name: Susan McLoon Hodson

Internal Address:

Street Address: The Hodson Law Firm, PC

1660 Lincoln Street, Suite 2800

City: Denver State: CO Zip: 80264

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number

FEB 21 2002

DO NOT USE THIS SPACE

9. Signature.

Robert Botelho

Name of Person Signing

Signature

1/15/02 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 Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/07/2002 TBIAZ1 00000115 2351920

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TRADEMARK REEL: 002456 FRAME: 0267

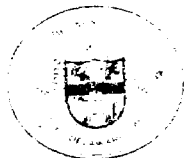
Office of the Secretary of State

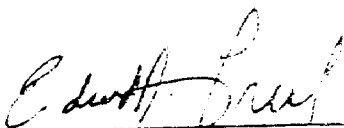
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INDUSTRY INNOVATIONS INC.", A COLORADO CORPORATION, WITH AND INTO "PROSAVVY, INC." UNDER THE NAME OF "PROSAVVY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 4:35 O'CLOCK P.M.

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



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0538369

DATE: 07-05-00

TRADEMARK  
REEL: 002456 FRAME: 0268

**CERTIFICATE OF MERGER OF****INDUSTRY INNOVATIONS INC.**

a Colorado corporation

**WITH AND INTO****PROSAVVY, INC.**

a Delaware corporation

Industry Innovations 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>
Industry Innovations Inc. ("Industry Innovations")	Colorado
Prosavvy, Inc. ("Prosavvy")	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 Corporations Act (the "**Agreement and Plan of Merger**").

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

**FOURTH:** The Certificate of Incorporation of Prosavvy 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 9510 Meridian Blvd., Suite 200, Englewood, CO 80112.


**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:** Industry Innovations is authorized to issue 20,000,000 shares of Common Stock, no par value, 5,000,000 shares of Class A Convertible Preferred Stock, par value \$0.01 per share, and 2,064,896 shares of Class B Convertible Preferred Stock, par value \$0.01 per share.

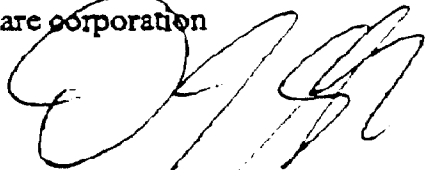
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Executed and verified this 30<sup>th</sup> day of June, 2000.

**INDUSTRY INNOVATIONS INC.**  
a Colorado corporation

By:   
\_\_\_\_\_  
David M. Gold  
President and Chief Executive Officer

**PROSAVVY, INC.**  
a Delaware corporation

By:   
\_\_\_\_\_  
David M. Gold  
President and Chief Executive Officer

**CERTIFICATE OF MERGER**