

03-11-2002

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To the Honorable Commissioner of P
thereof.



the attached original documents or copy

102008938

1. Name of conveying party(ies):

The Hutton Company, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-State of New York

Other

Additional name(s) of conveying party(ies) attached? Yes

No NO 2/25/2

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other

Execution Date: January 2, 2001

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

Name: Connexn Technologies, Inc.

Internal Address: _____

Street Address: 10155 Westmoor Drive, Suite 110

City: Westminster State: Colorado ZIP 80021

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)

B. Trademark Registration No.(s) 2,081,168

Additional numbers attached? Yes No

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

Name: Cooley Godward LLP

Internal Address: Attn: Andrew Hartman, Esq.

Street Address: 380 Interlocken Crescent, Suite 900

City: Broomfield State: Colorado ZIP 80021

6. Total number of applications and registration involved:

1



7. Total fee (37 CFR 3.41):....

\$ 45.00

02-25-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #73

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.

Andrew Hartman, Esq.

February 25, 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

03/08/2002 JJALLAH2 00000017 2081168

01 FC:481

40.00 DP

Refund Ref:
03/08/2002 JJALLAH2 0000114913

CHECK Refund Total: \$5.00

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"THE HUTTON COMPANY, INC.", A NEW YORK CORPORATION, WITH AND INTO "CONNEXN TECHNOLOGIES, INC." UNDER THE NAME OF "CONNEXN TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JANUARY, A.D. 2001, AT 11 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3098697 8100M

AUTHENTICATION: 0890708

010003534

DATE: 01-03-01

TRADEMARK
REEL: 002457 FRAME: 0096

**CERTIFICATE OF OWNERSHIP AND MERGER
 MERGING
 THE HUTTON COMPANY, INC.
 (a New York corporation)
 into
 CONNEXN TECHNOLOGIES, INC.
 (a Delaware corporation)
 (Pursuant to Section 253 of the
 General Corporation Law of Delaware)**

January 2, 2001

CONNEXN TECHNOLOGIES, INC. (the "Corporation"), a corporation incorporated on September 20, 1999 pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that the Corporation owns all of the issued and outstanding shares of the capital stock of THE HUTTON COMPANY, INC., a corporation under the laws of the State of New York ("Subsidiary"), and that the Corporation, by a resolution of its Board of Directors duly adopted on December 30, 2000, determined to merge into itself said Subsidiary, which resolution is in the following words, to wit:

WHEREAS, the Corporation owns all of the issued and outstanding capital stock of the Subsidiary, and it is deemed to be in the best interests of the Corporation and its stockholders to merge with the Subsidiary in a statutory short-form merger pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 907 of the New York Business Corporation Law, in which the Corporation will be the surviving corporation of such merger;

NOW THEREFORE, BE IT RESOLVED, that Subsidiary shall merge with and into the Corporation, with the Corporation being the surviving corporation of such merger and acquiring thereby all the assets and properties of Subsidiary and assuming all of the liabilities and obligations of Subsidiary; and

RESOLVED FURTHER, that the merger of Subsidiary with and into the Corporation is intended to and shall constitute a "liquidation" of Subsidiary within the meaning of Section 332 of the U.S. Internal Revenue Code and these resolutions shall constitute the plan of liquidation for Subsidiary; and

RESOLVED FURTHER, that the officers of the Corporation, each of them with full authority to act without the others, are hereby authorized and directed to do or cause to be done any and all such further acts and things and to execute and deliver any and all such documents they may deem necessary or appropriate to settle the affairs of Subsidiary as a separate entity, to collect the outstanding debts of Subsidiary, to pay or provide for the payment of the liabilities and obligations of Subsidiary, and to do all other things necessary to carry into effect the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its Chief Executive Officer and attested by its Secretary on the date first set forth above.

By: Charles E. Crenshaw
Charles E. Crenshaw
Chief Executive Officer

ATTEST:

Steven Bruny
Steven Bruny
Secretary