

03-18-2002

U.S. Department of Commerce  
Patent and Trademark Office

:T

102019609

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

## 1. Name of conveying party(ies):

Silicon Alley Technologies, Inc. *2.26.02*

☐ Individual(s)                      ☐ Association  
☐ General Partnership              ☐ Limited Partnership  
☒ Corporation - State of Delaware  
☐ 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: December 31, 2001

## 2. Name and Address of receiving party(ies)

Name: Silicon Alley Management, Inc.

Address: 103 Foulk Street  
 Suite 200  
 Wilmington, Delaware 19803

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

If assignee is not domiciled in the United States, domestic  
 representative designation is attached: ☐ Yes ☒ No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

OFFICE OF PUBLIC RECORDS  
 2002 FEB 26 PM 12:11  
 FINANCE SECTION

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

A. Trademark Application No.(s) 75763697; 75704057;  
76270363B. Trademark Registration No.(s) 2393886; 2488725;  
2514491; 2520739; 1993223; 2034275; 2076975; 2076976;  
2530400Additional numbers attached? ☐ Yes ☒ No

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

Edward M. Rosensteel, Esq.  
 Rosensteel & Beckmann LLC  
 90 Park Avenue, 17th floor  
 New York, NY 10016-1301

6. Total number of applications and registrations involved: 127. Total fee (37 CFR 3.41)..... \$ 315.00☒ Enclosed

☐ Any deficiency is authorized to be charged to  
 Deposit Account No. \_\_\_\_\_

## 8. Deposit Account No. \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

03/15/2002 DBYRNE 00000253 75763697

01 FC:481  
02 FC:48240.00 DP  
275.00 DP

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.

Edward M. Rosensteel  
 Name of Person Signing

Signature

Date

*2/26/02*

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

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

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TRADEMARK  
 REEL: 002462 FRAME: 0484

# Delaware

PAGE 1

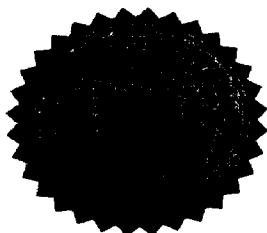
*The First State*

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 OWNERSHIP, WHICH MERGES:

"SILICON ALLEY TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "SILICON ALLEY MANAGEMENT, INC." UNDER THE NAME OF "SILICON ALLEY MANAGEMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 10:59 O'CLOCK P.M.

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



2797042 8100M

020008345

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1568647

DATE: 01-19-02

TRADEMARK  
REEL: 002462 FRAME: 0485

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SILICON ALLEY TECHNOLOGIES, INC., A DELAWARE CORPORATION  
WITH AND INTO ITS PARENT COMPANY  
SILICON ALLEY MANAGEMENT, INC., A DELAWARE CORPORATION**

Silicon Alley Management, Inc., a Delaware corporation (or "Silicon Alley Management"), does hereby certify that:

**FIRST:** Silicon Alley Management was incorporated on the 12<sup>th</sup> day of September, 1997, in accordance with Delaware Code Title 8 §102 *et seq.*, the General Corporation Law of Delaware (the "DGCL").

**SECOND:** Silicon Alley Technologies, Inc., a Delaware corporation (or "Silicon Alley Technologies"), was also incorporated on the 12<sup>th</sup> day of September, 1997, also in accordance with Delaware Code Title 8 §102 *et seq.*

**THIRD:** Silicon Alley Technologies is authorized to issue Three Thousand (3,000) shares of capital stock having one cent (\$.01) par value per share, all of the outstanding shares of which are issued to and held of record by Silicon Alley Management.

**FOURTH:** The Board of Directors of Silicon Alley Management has, by its Unanimous Written Consent recorded on December 21, 2001, adopted a resolution authorizing the merger of its wholly-owned subsidiary, Silicon Alley Technologies, with and into Silicon Alley Management in accordance with §253 of the DGCL. The resolution approved by the Board of Directors in its Unanimous Written Consent is set forth as follows:

RESOLVED, that the Board of Directors of Silicon Alley Management, Inc., a Delaware corporation (or the "Corporation") hereby approves of the merger of its wholly-owned subsidiary, Silicon Alley Technologies, Inc., with and into the Corporation pursuant to Delaware Code Title 8 §253, wherein the Corporation shall serve as the surviving corporation to the merger.

**FIFTH:** The name of the surviving corporation to the merger shall be "Silicon Alley Management, Inc."

**SIXTH:** The Certificate of Incorporation and Bylaws of Silicon Alley Management shall be the Certificate of Incorporation and Bylaws of the surviving corporation without amendment or other modification.

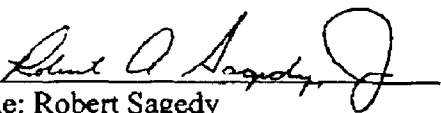
- 1 -

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/27/2001  
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**SEVENTH:** The effective legal date of the merger contemplated by this Certificate and related documents shall be at 10:59 p.m. on December 31, 2001.

**IN WITNESS WHEREOF,** Silicon Alley Management has caused this certificate to be signed, affirmed and acknowledged by its Treasurer this 21<sup>st</sup> day of December, 2001, and such certificate is the act and deed of Silicon Alley Management and the facts stated herein are true.

SILICON ALLEY MANAGEMENT, INC.  
A Delaware Corporation

BY:   
Name: Robert Sagedy  
Title: Treasurer

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**PLAN OF MERGER  
OF  
SILICON ALLEY TECHNOLOGIES, INC.  
WITH AND INTO  
SILICON ALLEY MANAGEMENT, INC.**

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## **PLAN OF MERGER**

This Plan of Merger (or this "Plan"), dated as of December 21, 2001, is between Silicon Alley Management, Inc., a Delaware corporation (or "Silicon Alley Management"), and Silicon Alley Technologies, Inc., a Delaware corporation (or "Silicon Alley Technologies").

### **RECITALS**

- A. Silicon Alley Technologies is a validly organized and existing business corporation established under the laws of the State of Delaware that is authorized to issue Three Thousand (3,000) shares of common stock having a One Cent (\$.01) par value per share, all of the outstanding shares of which are issued to and held of record by Silicon Alley Management;
- B. Silicon Alley Management is a validly organized and existing business corporation established under the laws of the State of Delaware.
- C. In accordance with Section 253 of the General Corporation Law of Delaware, the Board of Directors of Silicon Alley Management has adopted resolutions approving this Plan of Merger and the merger of Silicon Alley Technologies into Silicon Alley Management, and deems it desirable and in the best interests of Silicon Alley Management and Silicon Alley Technologies that, for the purpose of effecting a tax-free reorganization pursuant to §368 of the Internal Revenue Code of 1986, as amended, the properties, assets and liabilities of Silicon Alley Management and Silicon Alley Technologies be combined into one surviving corporation, which shall be Silicon Alley Management (the "Merger");

### **TERMS AND CONDITIONS OF MERGER**

1. **Merger.** At the Effective Time (as defined in Section 3 hereof) Silicon Alley Technologies shall be merged with and into Silicon Alley Management in accordance with Section 253 of the General Corporation Law of Delaware and the terms and conditions of this Plan of Merger. At the Effective Time, the separate existence of Silicon Alley Technologies as a Delaware corporation shall cease, and the corporate existence of Silicon Alley Management shall continue unimpaired and unaffected by the Merger as the surviving corporation to the Merger.

2. **Conversion of Shares.** As of the effective time, and by virtue of the Merger:

(a) Each share of Silicon Alley Technologies \$.01 par value common stock outstanding immediately prior to the Effective Time shall be cancelled and no cash, shares, property or other form of consideration shall be delivered in exchange therefor and the certificate(s) representing such share (or shares) shall be surrendered to Silicon Alley Management; and

(b) Each share of Silicon Alley Management common stock outstanding immediately prior to the Effective Time shall remain one share of Silicon Alley Management common stock without the issuance or exchange of new shares or share certificates by operation of law and without any further action by the holder thereof.

3. **Filing and Effective Time.** All appropriate documents and instruments as are required to be filed with the Secretary of State of the State of Delaware shall be delivered, filed and recorded with the appropriate state officials for filing and the Merger shall become effective as of 10:59 p.m. on December 31, 2001 (the "Effective Time").

4. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of Silicon Alley Management in effect immediately prior to the Effective Time shall remain the Certificate of Incorporation and Bylaws of the surviving corporation, Silicon Alley Management, until amended in accordance with the applicable provisions of the General Corporation Law of Delaware. The name of the surviving entity shall remain "Silicon Alley Management, Inc.."

5. Directors and Officers. From and after the Effective Time, the officers and directors of Silicon Alley Management shall continue to be the officers and directors of the surviving corporation, and shall hold office in accordance with the terms of the Bylaws of the surviving corporation.

6. Further Assurances. Silicon Alley Technologies shall at any time, or from time to time, as and when requested by Silicon Alley Management (or any successor or assign of Silicon Alley Management), execute and deliver, or cause to be executed and delivered, in the name of Silicon Alley Technologies by its last acting officers and directors, or by the corresponding officers of Silicon Alley Management, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further action as Silicon Alley Management (or any successor or assign of Silicon Alley Management), may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or confirm to Silicon Alley Management (or any successor or assign of Silicon Alley Management), title to and possession of all of the property, rights, privileges, powers, immunities, franchises and interests of Silicon Alley Technologies and otherwise to carry out the intent and purposes of this Plan of Merger.



7. Interpretation. The description headings herein are provided for convenience of reference only and are not part of and do not affect the meaning or interpretation of this Plan of Merger.

8. Governing Law. This Plan of Merger shall be governed by the laws of the State of Delaware unless preempted by the laws of the United States.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by their duly authorized personnel as of this 21<sup>st</sup> day of December, 2001.

SILICON ALLEY MANAGEMENT, INC.  
A Delaware Corporation

SILICON ALLEY TECHNOLOGIES, INC.  
A Delaware Corporation

BY: 

BY: 

7. Interpretation. The description headings herein are provided for convenience of reference only and are not part of and do not affect the meaning or interpretation of this Plan of Merger.

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SILICON ALLEY MANAGEMENT, INC.  
A Delaware Corporation

SILICON ALLEY TECHNOLOGIES, INC.  
A Delaware Corporation

BY:   
Name: Preston Romm  
Title: Vice President

BY:   
Name: Robert Sagedy  
Title: Treasurer