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03-26-2002

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To the Honorable Commissioner of F

hed original documents or copy thereof.

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1. Name of conveying party(ies):

CYTATION.COM INCORPORATED

- Individual(s)
- General Partnership
- Corporation-New York
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 16, 1999

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

Name: COLLEGELINK.COM INCORPORATED

Address: 55 Hammarlund Way

City: Middletown State: Rhode Island Zip:028842

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-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 MAR -7 PM 3:25
FINANCE SECTION

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

A. Trademark Applications

Mark	Serial No.
COLLEGELINK.COM	75/894,458

B. Trademark Registrations

Mark	Reg. No.
COLLEGELINK	1,772,126

Additional numbers attached? Yes No

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

Name: Darby & Darby P.C.

Street Address: 805 Third Avenue, 27th Floor

City: New York State: New York Zip: 10022-7513

2566/3H844 EXPRESS MAIL CERTIFICATE
3H846 Date 3-7-02 Label No. E039139252-WS

I hereby certify that on the date indicated above, this paper or fee was scanned with the U.S. Postal Service & that it was addressed to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office" service.

6. Total number of applications and registrations involved: 2

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 04-0100

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

D. Davis D. Davis
Name (Print) Signature

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.

Randi S. Miller
Name of Person Signing

Randi S. Miller
Signature

March 7, 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 & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 2468 FRAME: 0794

03/26/2002 MILLER 0000031 75894458
01 FC:481
02 FC:482

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CYTATION.COM INCORPORATED
(a New York corporation)

INTO

COLLEGELINK.COM INCORPORATED
(a Delaware corporation)

Pursuant to Section 253 of the
Delaware General Corporation Law

Cytation.com Incorporated, a corporation organized and existing under the laws of New York, ("Cytation") does hereby certify as follows:

1. That this corporation was incorporated on the 2nd day of April, 1969, pursuant to the New York Business Corporation Law, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of New York.
2. That this corporation owns all the issued and outstanding capital stock of CollegeLink.com Incorporated, a corporation incorporated on the 1st day of November, 1999, pursuant to the Delaware General Corporation Law ("CollegeLink").
3. That the directors of this corporation, by the following resolutions of its Board of Directors duly adopted at a meeting of the Board of Directors on November 11, 1999, determined to merge itself into said CollegeLink (the "Merger"):

RESOLVED: That the Board of directors deems it advisable and in the best interests of the Corporation for the Corporation to enter into an Agreement and Plan of Merger, a copy of which has been presented to and reviewed by the Directors and is hereby ordered filed with the minutes of this meeting (the "Merger Agreement"), pursuant to which, among other things, (i) the Corporation will be merged with and into CollegeLink.com Incorporated, a Delaware corporation and wholly owned subsidiary of the Corporation ("CollegeLink", with CollegeLink continuing as the surviving

corporation; and (ii) shares of CollegeLink will be issued to the shareholders of the Corporation upon surrender of any certificates therefor at the rate of one (1) share of the common stock of CollegeLink for each share of common stock of the Corporation, one (1) share of the Series A Convertible Preferred Stock of CollegeLink for each share of Series A Convertible Preferred Stock of the Corporation, one (1) share of the Series B Convertible Preferred Stock of CollegeLink for each share of Series B Convertible Preferred Stock of the Corporation, and one (1) share of the Series C Convertible Preferred Stock of CollegeLink for each share of Series C Convertible Preferred Stock of the Corporation;

RESOLVED: That the form, terms and provisions of the Merger Agreement, and the transactions contemplated thereby, be, and they hereby are, authorized, adopted and approved; and that the President and Secretary of the Corporation be, and they hereby are, authorized to execute and deliver, for and on behalf of the Corporation and in its name, the Merger Agreement, with such changes, additions, modifications, and deletions thereto as the President may approve, such officers' execution thereof to be conclusive evidence of such approval and of the authorization thereof by this Board of Directors;

RESOLVED: That the Merger Agreement be submitted to the stockholders of the Corporation for their consideration and approval;

RESOLVED: That upon approval of the Merger Agreement by such stockholders, the Corporation merge with and into CollegeLink (the "Merger"), effective as of the filing of the necessary documents with the states of New York and Delaware, pursuant to Sections 905 and 907 of the New York Business Corporation Law, Section 253 of the Delaware General Corporation Law and the Merger Agreement; and

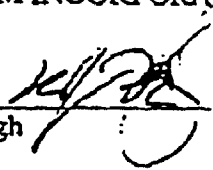
RESOLVED: That officers of the Corporation be, and they hereby are, without further authorization of the Board of Directors, severally authorized, for and on behalf of the Corporation and in its name, to execute and deliver any and all documents required to consummate the Merger, including, but not limited to, a Certificate of Ownership and Merger for filing with the Secretary of State of the State of Delaware and a Certificate of Merger for filing with the Department of State of the State of New York, and, in connection therewith, to take any and all such actions and to execute, with a corporate seal if deemed desirable, and deliver any and all other agreements, instruments, documents, opinions, certificates and/or other writings as the officer so acting shall deem appropriate and desirable to carry into effect the foregoing Resolutions or any part or parts thereof; and that the taking of any such action and the execution of any such writing shall be conclusive evidence that the action so taken or the writing or writings so executed were authorized by this Resolution.

4. That the proposed Merger has been adopted, approved, certified, executed and acknowledged by Cytation in accordance with the laws of the State of New York, under which Cytation was organized.

IN WITNESS WHEREOF, Cytation has caused this Certificate of Ownership and Merger to be executed in its name on November 17, 1999.

CYTATION.COM INCORPORATED

By: _____


Kevin J. High
President

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