



TRADEMARKS ONLY

TRADEMARKS ONLY

3-26-02

To the 102051274 Trademarks:
Please record the attached original document or copy thereof.

Attorney Docket No.: 06995-00013

1. Name of Party(ies) conveying an interest:

Proximity, Inc.

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Vermont
- Other _____

2. Name and Address of Party(ies) receiving an interest:

Name: **ACT Proximity, Inc.**

Internal Address: _____

Street Address: **99 Swift Street, Suite 300**

City: **Burlington**

State: **Vermont** Zip: **05401**

Entity:

- Individual Association
- General Partnership Limited Partnership
- Corporation-State Colorado
- Other _____
- Citizenship _____

If not domiciled in the United States, a domestic representative designation is attached:

Yes

No

(The attached document must not be an assignment)

3. Interest Conveyed:

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

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s) 76/288,467

B. Trademark Registration No. _____

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

Peter B. Kunin, Esq.
Downs Rachlin Martin PLLC
P.O. Box 190
Burlington, VT 05402-0190

6. Number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account
- Authorized to charge any deficiencies in the enclosed fees to deposit account.

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): **04-1588**

DO NOT USE THIS SPACE

9. Date of execution of attached document January 2, 2002

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

Peter B. Kunin
Peter B. Kunin **(802)863-2375**

3/13/02
Date

BTV211095.1

04/10/2002 DBYRNE 00000286 76288467

01 FC:481

40.00 DP

T147-5/00

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE



Certificate of Merger

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the merger of

PROXIMITY, INC.

a Vermont domestic corporation

into

ACT PROXIMITY, INC.

a Colorado domestic corporation

was filed in this office effective on January 2, 2002.

The name of the surviving corporation is

ACT PROXIMITY, INC.

January 2, 2002.

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*

A handwritten signature in cursive script, appearing to read "Deborah L. Markowitz".

*Deborah L. Markowitz
Secretary of State*



ARTICLES OF MERGER

MERGING

PROXIMITY, INC.
a Vermont corporation

WITH AND INTO

ACT PROXIMITY, INC.
a Colorado corporation

Pursuant to the provisions of Sections 11.05 and 11.07 of Title 11A of the Vermont Business Corporation Act, as amended (the "VBCA"), the undersigned foreign corporation hereby sets forth the following Articles of Merger for the purpose of merging Proximity, Inc. ("Proximity"), a Vermont corporation, with and into ACT Proximity, Inc., a Colorado corporation ("ACT"), with ACT as the surviving corporation.

ARTICLE I PLAN OF MERGER

The Agreement and Plan of Merger dated as of December 21, 2001, by and among, Proximity, ACT, ACT Teleconferencing, Inc., and Proximity's shareholders (the "Plan of Merger"), was approved, adopted and executed by each of the constituent corporations in accordance with the requirements of Section 11.07 of the VBCA and the provisions of the Colorado Business Corporations Act (the "CBCA"), respectively. The Plan of Merger is attached hereto as Exhibit A.

ARTICLE II APPROVAL OF PLAN OF MERGER

Under the CBCA, approval by the shareholders of ACT was not required.

Under the VBCA, approval by the shareholders of Proximity was required. The number of shares of outstanding stock of Proximity is as follows:

<u>Class</u>	<u>Number of Shares Outstanding</u>
Common Stock	4,000,000
Preferred Stock	950,200

The number of shares of Proximity voted for and against the Plan of Merger is as follows:

<u>Class</u>	<u>Shares Voted For</u>	<u>Shares Voted Against</u>
Common Stock	4,000,000	0
Preferred Stock	950,200	0

VERMONT
SECRETARY OF STATE


**ARTICLE III
EFFECTIVE DATE**

These Articles of Merger shall be effective on January 2, 2002.

Dated as of the 28th day of December, 2001.

ACT PROXIMITY, INC.

By: _____


Duly Authorized Agent

VERMONT
SECRETARY OF STATE
2002 JAN -2 AM 8:41

EXHIBIT A

Agreement and Plan of Merger

(See attached copy)

VERMONT
SECRETARY OF STATE

2002 JAN -2 AM 8: 41

BTY/205031.1

TRADEMARK
REEL: 002480 FRAME: 0472

ARTICLES OF MERGER

OF

PROXIMITY, INC.,
a Vermont corporation

FILED - CUSTOMER COPY
DANIELA DIV. 2001
COLORADO SECRETARY OF STATE

AND

ACT PROXIMITY, INC.,
a Colorado corporation

20021006525
\$ 110.00
SECRETARY OF STATE
01-02-2002 15:19:04

To the Secretary of State
State of Colorado

Pursuant to the provisions of the Colorado Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger, dated as of December 21, 2001 for merging Proximity, Inc. with and into ACT Proximity, Inc., with ACT Proximity, Inc. being the surviving corporation, all as approved by unanimous written consent of the Board of Directors of Proximity, Inc. dated as of December 21, 2001 and by unanimous written consent by the Board of Directors of ACT Proximity, Inc. dated as of December 20, 2001.

2. The number of votes cast for the Agreement and Plan of Merger by each voting group of Proximity, Inc. entitled to vote separately on the merger was sufficient for approval by that voting group. The approval of the shareholders of ACT Proximity, Inc. was not required.

3. The merger herein provided for is permitted by the laws of the jurisdiction of organization of Proximity, Inc. and is in compliance with said laws.

4. The effective time and date in the State of Colorado of the merger herein provided for shall be immediately upon filing of these Articles of Merger on January 2, 2002.

Executed on January 2, 2002.

Proximity, Inc.

By: 

Name: Robert C. Kaphan

Capacity: President

ACT Proximity, Inc.

By: _____

Name:

Capacity:

ARTICLES OF MERGER

OF

PROXIMITY, INC.,
a Vermont corporation

AND

ACT PROXIMITY, INC.,
a Colorado corporationTo the Secretary of State
State of Colorado

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3. The merger herein provided for is permitted by the laws of the jurisdiction of organization of Proximity, Inc. and is in compliance with said laws.

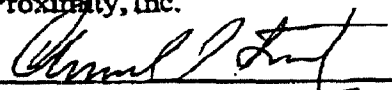
4. The effective time and date in the State of Colorado of the merger herein provided for shall be immediately upon filing of these Articles of Merger on January 2, 2002.

Executed on January 2, 2002.

Proximity, Inc.

By: _____
Name:
Capacity:

ACT Proximity, Inc.

By: 
Name: CHARLES T. STOUT
Capacity: SECRETARY / TREASURER