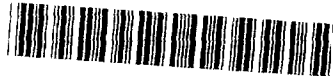


04-16-2002



OFFICE OF PATENT AND TRADEMARKS **RECOF**

**EET**

2002 MAR 27 AM 10:12

**102056185**

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

1. Name of conveying party(ies): **3-27-02**  
Smartray Network, Inc. (DE Corp.)  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Ecoupns.com, Inc.  
Internal Address:

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Street Address: 461 Fifth Avenue  
City: New York State: New York  
ZIP: 10128

Additional name(s) & address(es) attached?  Yes  No

Execution Date: February 15, 2002

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

If this document is being filed together with a new application, the execution date of the application is \_\_\_\_\_.

A. Trademark Application No.(s)  
  
DMAIL 75/774,301  
THE WEB MADE WIRELESS 75/774,300

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
  
BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP  
900 Third Avenue  
New York, New York 10022  
(212) 895-2000

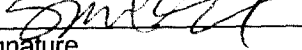
6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 65.00  
 Check enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 02-4270  
(Attach duplicate copy of this page by deposit account)  
Please charge any additional fees required, or credit any overpayment, to the above 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*

Susan C. Shin  3/18/02  
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 3

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

04/15/2002 BYRNE 00000119 024270 75774301

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

# 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 MERGER, WHICH MERGES:

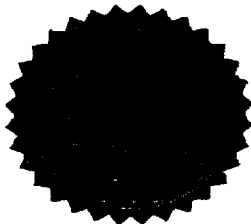
"LIFEMINDERS ACQUISITION CORP.", A DELAWARE CORPORATION,

"PLEASERSVP.COM, INC.", A DELAWARE CORPORATION,

"SMARTRAY NETWORK, INC.", A DELAWARE CORPORATION,

"WITI CORPORATION", A COLORADO CORPORATION,

WITH AND INTO "ECOUPONS.COM, INC." UNDER THE NAME OF "ECOUPONS.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2999608 8100M

020131344

AUTHENTICATION: 1635400

DATE: 02-27-02

TRADEMARK  
REEL: 002483 FRAME: 0434

**CERTIFICATE OF MERGER  
OF  
PLEASERSVP.COM, INC.  
SMARTRAY NETWORK, INC.  
LIFEMINDERS ACQUISITION CORP.  
(Delaware Corporations)  
AND  
WITI CORPORATION  
(a Colorado Corporation)  
INTO  
ECOUPONS.COM, INC.  
(a Delaware Corporation)**

In compliance with the requirements of Section 252 of the General Corporation Law of the State of Delaware, as amended or supplemented from time to time, the undersigned corporations hereby certify that:

First: The names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
PleaseRsvp.com, Inc.	Delaware
SmartRay Network, Inc.	Delaware
LifeMinders Acquisition Corp.	Delaware
WITI Corporation	Colorado
Ecoupns.com, Inc.	Delaware

Second: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 252 of the General Corporation Law of the State of Delaware and in accordance with the laws of the State of Colorado.

Third: The name of the surviving corporation is Ecoupns.com, Inc. (hereinafter sometimes referred to as the "Surviving Corporation"), which will continue its existence as said surviving corporation under its present name upon the effective date of said merger.

Fourth: The Certificate of Incorporation of the surviving corporation shall be the same as its Certificate of Incorporation in effect immediately before the merger.

Fifth: The executed Agreement and Plan of Merger is on file at an office of the surviving corporation at: Attn: Chet Bordiga, 461 Fifth Avenue, New York, New York 10128.

111345.00100/2098546v1

Sixth: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of any constituent entity.

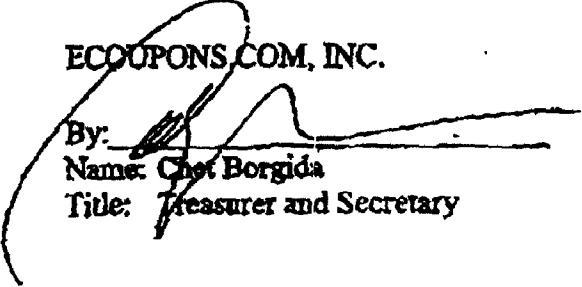
Seventh: The authorized capital stock of each constituent corporation which is not a Delaware corporation is as follows:

<u>Name of Corporation</u>	<u>Authorized Capital Stock</u>
WIFI Corporation	10,000,000 @ \$0.001

Eighth: This Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be signed by a duly authorized officer as of the 15 day of February, 2002.

ECCOUPONS.COM, INC.

By:   
Name: Chet Borgida  
Title: Treasurer and Secretary