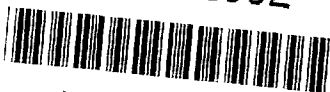


04-16-2002

OFFICE OF PUBLIC RECORDS **RECC**



HEET

2002 MAR 27 AM 10:10

... 102056188

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**
Direct Sales International, Inc.
(DE Corp.)
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Media Outsourcing, Inc. (DE Corp.)
Internal Address:

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

Street Address: 2550 Heritage Court, Ste. 106
City: Atlanta State: Georgia
ZIP: 30339

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

Execution Date: February 11, 2000

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)

B. Trademark Registration No.(s)

2,242,216 MEDIA OUTSOURCING

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: 1

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

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, Esq. [Signature] 3/19/02
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 00000121 024270 2242216
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Delaware

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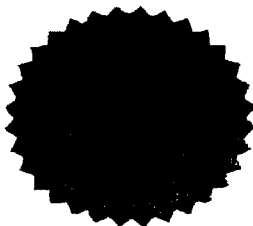
The First State

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:

"DSI COMMUNICATIONS, LLC", A GEORGIA LIMITED LIABILITY COMPANY,

"MEDIA OUTSOURCING, LLC", A GEORGIA LIMITED LIABILITY COMPANY,

WITH AND INTO "DIRECT SALES INTERNATIONAL, INC." UNDER THE NAME OF "MEDIA OUTSOURCING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF FEBRUARY, A.D. 2000, AT 5 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3103072 8100M

AUTHENTICATION: 1626013

020113670

DATE: 02-21-02

TRADEMARK
REEL: 002483 FRAME: 0441

CERTIFICATE OF MERGER
OF
MEDIA OUTSOURCING, LLC AND
DSI COMMUNICATIONS, LLC
WITH AND INTO
DIRECT SALES INTERNATIONAL, INC.

IT IS HEREBY CERTIFIED:

FIRST: That the name and state of domicile of each of the constituent entities of the merger (the "Merger") are as follows:

<u>Name</u>	<u>State of Domicile</u>
Media Outsourcing, LLC	Georgia
DSI Communications, LLC	Georgia
Direct Sales International, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") among the aforesaid constituent entities has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware (the "DGCL").

THIRD: That the name of the surviving corporation of the merger is Direct Sales International, Inc ("Surviving Corporation").


FOURTH: That the certificate of incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the certificate of incorporation of the Surviving Corporation until thereafter amended pursuant to the provisions of the DGCL; provided, however, that the Article First of the Certificate of Incorporation of the Surviving Corporation shall be amended to read as follows: "The name of the Corporation (which is hereinafter referred to as the "Corporation") is Media Outsourcing, Inc."

FIFTH: That the executed Merger Agreement is on file at an office of the Surviving Corporation. The address of such office of the Surviving Corporation is 2550 Heritage Court, Suite 106, Atlanta, Georgia 30339.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the constituent corporation or any member of each of the constituent limited liability companies.

Dated: February 11, 2000

DIRECT SALES INTERNATIONAL, INC.

By: 
Name: Ronald Altbach
Its: President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 02/14/2000
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