

05-17-2002



Form PTO-1594

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U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)

TRADEMARKS

U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):
Combine.Net, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State California
 Other
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name Combine.Net, Inc. (DE)
 Street Address: 311 South Craig Street, Suite 100
 City: Pittsburgh State: PA Zip 15213
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - State Delaware
 Other
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
 Execution Date: April 19, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/174956 76/174427 76/174432 76/174428
 Additional number(s) attached Yes No

B. Trademark Registration No.(s):

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Gray Cary Ware & Freidenrich LLP
Attn: Margaret M. Powers
 Street Address: 153 Townsend Street, Suite 800
 City: San Francisco State: CA Zip: 94107-1907

6. Total number of applications and registrations involved: 5
 7. Total Fee (37 CFR 3.41) \$115.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit Account Number: 07-1907
 (Attach duplicate copy of this page if paying by 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 if a true copy of the original document.
Margaret M. Powers Margaret M. Powers 5/8/02
 Name of Person Signing Signature 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 and Trademarks, Box Assignments

Washington, D.C. 20231

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02 FC:482 75.00 CH

Gray Cary\SF\3072862.1
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OFFICE OF PATENT RECORDS
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Delaware

PAGE 1

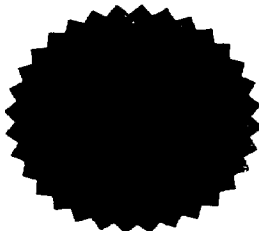
The First State

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:

"COMBINE.NET, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "COMBINE.NET, INC. (DE)" UNDER THE NAME OF "COMBINE.NET, INC. (DE)", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1733200

DATE: 04-19-02

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CERTIFICATE OF MERGER

OF

Combine.Net, Inc.
(a California corporation)

INTO

Combine.Net, Inc. (DE)
(a Delaware corporation)

The undersigned corporation, a Delaware corporation, does hereby certify:

First: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Combine.Net, Inc.	California
Combine.Net, Inc. (DE)	Delaware

Second: That an Agreement and Plan of Merger dated as of April 19th, 2002, by and between Combine.Net, Inc., a California corporation and Combine.Net, Inc. (DE), a Delaware corporation (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

Third: That the name of the corporation surviving the merger is Combine.Net, Inc. (DE) (the "Surviving Corporation"). The Surviving Corporation is a corporation of the State of Delaware.

Fourth: The Certificate of Incorporation as amended and restated of the Surviving Corporation shall continue to be the Certificate of Incorporation.

Fifth: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 311 South Craig Street, Suite 100, Pittsburgh, PA 15213.

Sixth: That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation upon request and without charge to any stockholder of any constituent corporation.

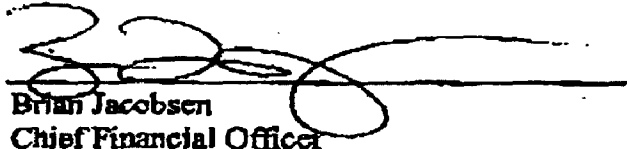
Seventh: The authorized capital stock of Combine.Net, Inc., a California corporation, as of the date of this Certificate of Merger is 20,000,000 shares of Common Stock, no par value, and 5,800,000 shares of Preferred Stock, no par value.

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

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer this 19th day of April, 2002.

**Combine.Net, Inc. (DE)
a Delaware corporation**

By:


**Brian Jacobsen
Chief Financial Officer**

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