

5/16/02

05-22-2002



Form PTO-1594 R
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

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

2. Name and address of receiving party(ies)
Name: Netuitive, Inc.
Internal
Address:
Street Address: 3460 Preston Ridge Rd, Ste 125
City: Alpharetta State: GA Zip: 30005
 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) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: March 26, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,245,894;
2,256,842; 2,556,751; 2,553,373
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Charles F. Hollis, III
Internal Address:
Street Address: 4100 Bank of America Plaza;
600 Peachtree Street, N.E.
City: Atlanta State: GA Zip: 30308

6. Total number of applications and registrations involved: 4
7. Total fee (37 CFR 3.41) \$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS
FINANCE SECTION
MAY 16 11 09 AM '02

DO NOT USE THIS SPACE

9. Signature.
Charles F. Hollis, III
Name of Person Signing
Signature
Date: May 7, 2002
Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

05/21/2002 LHMJELLER 00000170 2245894
01 FC:481 40.00 OP
02 FC:482 75.00 OP

TRADEMARK
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Delaware

PAGE 1

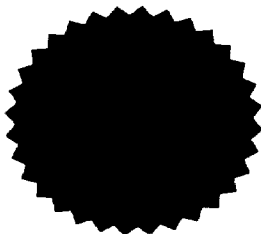
The First State

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:

"NETUITIVE, INC.", A GEORGIA CORPORATION,
WITH AND INTO "NETUITIVE, INC." UNDER THE NAME OF
"NETUITIVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-SIXTH DAY OF MARCH, A.D. 2002, AT 4 O'CLOCK
P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF
MARCH, A.D. 2002, AT 5 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3488716 8100M

020198135

AUTHENTICATION: 1689383

DATE: 03-26-02
TRADEMARK

REEL: 002511 FRAME: 0307

**CERTIFICATE OF MERGER
OF
NETUITIVE, INC.
WITH AND INTO
NETUITIVE, INC.**

The undersigned corporation **DOES HEREBY CERTIFY:**

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are: Netuitive, Inc., a Georgia corporation ("Netuitive-Georgia") and Netuitive, Inc., a Delaware corporation (the "Surviving Corporation").

SECOND: That an Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of March 26, 2002, by and among Netuitive-Georgia and the Surviving Corporation, 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 Delaware.

THIRD: That the name of the Surviving Corporation of the merger is Netuitive, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Netuitive, Inc., a Delaware corporation shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is 3460 Preston Ridge Road, Suite 125, Alpharetta, Georgia 30005.

SIXTH: That a copy of the Merger Agreement will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of Netuitive-Georgia immediately prior to the Merger was 60,000,000 shares, 40,000,000 of which were designated "Common Stock," \$.01 par value, and 20,000,000 of which were designated "Preferred Stock," \$.01 par value.

EIGHTH: That this Certificate of Merger shall be effective at 5:00 p.m., March 26, 2002.

[Signature on the following page]

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 03/26/2002
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IN WITNESS WHEREOF, the undersigned duly authorized officer of the Surviving Corporation has executed this Certificate of Merger as of the 26th day of March, 2002.

NETUITIVE, INC., a Delaware Corporation

By: /s/ Robert J. Zack
Name: Robert J. Zack
Title: President

[Signature page to Certificate of Merger (DE)]