

08-14-2002

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

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

Tab settings

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

1. Name of conveying party(ies):

EdgeNet Media, LLC

8.12.02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other limited liability company (TN) [X]

Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger [X], Change of Name

Execution Date: Feb. 17, 2000

2. Name and address of receiving party(ies)

Name: EdgeNet, Inc.

Internal

Address:

Street Address: 6 Cadillac Drive, Suite 260

City: Brentwood State: TN Zip: 37027

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware [X], 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,521,446;

2,532,670; 2,121,209; and 2,111,618

Additional number(s) attached [ ] Yes [X] No

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

Name: Christopher A. Sloan, Esq.

Internal Address: Boulton, Cummings, Connors

& Berry, PLC

Street Address: 414 Union Street, Suite 1600

City: Nashville State: TN Zip: 37219

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed [X], Authorized to be charged to deposit account [ ]

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Christopher A. Sloan

Name of Person Signing

[Handwritten Signature]

Signature

August 6, 2002

Date

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

6

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

08/13/2002 AAHMED1 00000080 2521446

01 FC:481 02 FC:482

40.00 UP 75.00

TRADEMARK REEL: 002562 FRAME: 0422

**FILED**

RECEIVED

**CERTIFICATE OF MERGER - TENNESSEE**

of

**EdgeNet Media, LLC**

into

**EdgeNet, Inc.**

03 FEB 17 PM 3:24

SECRETARY OF STATE

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, pursuant to the requirements of Section 48-244-103 of the Tennessee Limited Liability Company Act, does hereby certify:

1. That the name and state of formation or organization of each of the constituent entities of the merger are as follows:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State of Domicile</u>
EdgeNet Media, LLC	limited liability company	Tennessee
EdgeNet, Inc.	corporation	Delaware

2. That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by EdgeNet, Inc. in accordance with the requirements of Sections 264 and 251 of the General Corporation Law of the State of Delaware, and has been approved, adopted, certified, executed and acknowledged by EdgeNet Media, LLC in accordance with the requirements of Section 48-244-102 of the Tennessee Limited Liability Company Act and Section 264 of the General Corporation Law of the State of Delaware.

3. That the surviving entity of the merger is EdgeNet, Inc., and its name is "EdgeNet, Inc."

4. That the certificate of incorporation of the surviving corporation shall be its certificate of incorporation.

5. That the certificate of incorporation of the surviving corporation shall be as set forth on Attachment 1 hereto.

6. That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is: 111 Westwood Place, Brentwood, Tennessee 37027.

7. That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of any constituent entity.


8. That the merger shall be effective upon the filing of this certificate.

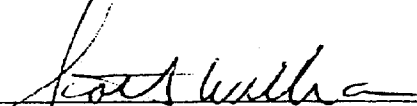
RECEIVED

IN WITNESS WHEREOF, EdgeNet ~~Media~~, Inc. has caused this Certificate of Merger to be signed by its President and Secretary on this 17<sup>th</sup> day of February, 2000

SECRETARY OF STATE

EdgeNet ~~Media~~, Inc.

By:   
Timothy Choate, President

By:   
Scott Williams, Secretary

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SECRETARY OF STATE

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**CERTIFICATE OF INCORPORATION**

**OF**

CHRISTOPHER W. WAGNER  
SECRETARY OF STATE

**EDGENET, INC.**

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

**Article I** The name of the corporation is: EdgeNet, Inc.

**Article II** The registered office of the corporation in the State of Delaware is to be located at 1209 Orange Street, County of New Castle, Wilmington, Delaware 19801. The name of its registered agent at that address is The Corporation Trust Company.

**Article III** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**Article IV** The total number of shares of capital stock which the corporation shall have authority to issue is One Hundred Million (100,000,000) shares of common stock, par value \$0.01 per share.

**Article V** The name and the mailing address of the sole incorporator is:

Davis H. Carr  
Boult, Cummings, Connors & Berry PLC  
414 Union Street  
Suite 1600  
Nashville, Tennessee 37215

**Article VI** The number of directors of the corporation shall be the number from time to time fixed by, or in the manner provided in, the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

**Article VII** In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time by-laws of the corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors.


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CORPORATE CERTIFICATE

**Article VIII** A director of the corporation shall not be personally liable for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation law, as so amended. Any repeal or amendment of the foregoing paragraph by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**Article IX** The corporation reserves the right to amend, alter, change or repeal any provisions contained in this certificate, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors (except the rights set forth in Article VIII hereof) and officers are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of February, 2000

  
\_\_\_\_\_  
Davis H. Carr, Sole Incorporator

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 02/18/00  
REQUEST NUMBER: 3831-3249  
TELEPHONE CONTACT: (615) 741 2286  
FILE DATE/TIME: 02/17/00 1524  
EFFECTIVE DATE/TIME: 02/17/00 1524  
CONTROL NUMBER: 0095813

TO:  
BOULT CUMMINGS CONNERS & BERRY PLC  
PO BOX 198062

NASHVILLE, TN 37219

RE:  
NON-QUALIFIED CORPORATION  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 02/18/00

FROM:  
BOULT, CUMMINGS, CONNERS & BERRY  
P. O. BOX 198062

RECEIVED: FEES \$100.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$100.00

NASHVILLE, TN 37219-0000

RECEIPT NUMBER: 00002623231  
ACCOUNT NUMBER: 00000413

RILEY C. DARNELL  
SECRETARY OF STATE



RECORDED: 08/12/2002

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REEL: 002562 FRAME: 0427