




Form PTO-1594 (Rev. 6-93) RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE OMB No. 0651-0011 (exp. 4/94) TRADEMARKS ONLY Patent and Trademark Office				
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof				
1. Name of conveying party(ies): Object/FX, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation: State of Minnesota <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): ObjectFX Corporation 2515 Wabash Avenue Suite 200 St. Paul, MN 55114 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation: State of Minnesota <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)			
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>September 27, 1999</u>	4. Application number(s) or trademark number(s), and identification or description of the mark(s): A. Trademark Application No(s). and description 75/732,112 (SPATIALFX) 75/731,645 (SPATIALX) B. Trademark Registration No(s). and description 2,542,181 (OBJECTFX) 1,997,389 (SPATIALWORKS)			
5. Name and address of party to whom correspondence concerning document should be mailed: Kerry R. Thompson FAEGRE & BENSON LLP 2200 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402-3901 612/766-7226	6. Total number of applications and registrations involved: <u>04</u> 7. Total fee (37 CFR 3.41) \$115.00 <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit Account number: 06-0029			
DO NOT USE THIS SPACE				
9. Statement and signature. <i>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.</i> <table style="width:100%; border: none;"> <tr> <td style="width:30%; border: none;"> <u>Kerry R. Thompson</u> Paralegal Name of person signing </td> <td style="width:40%; border: none; text-align: center;">  Signature </td> <td style="width:30%; border: none; text-align: right;"> <u>November 20, 2002</u> Date </td> </tr> </table>		<u>Kerry R. Thompson</u> Paralegal Name of person signing	 Signature	<u>November 20, 2002</u> Date
<u>Kerry R. Thompson</u> Paralegal Name of person signing	 Signature	<u>November 20, 2002</u> Date		
Total number of pages including cover sheet, attachments, and document: 6				

Mail documents to be recorded with required cover sheet information to:
Director – U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

7Y-548

State of Minnesota**SECRETARY OF STATE***Certificate of Merger*

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

DE: OBJECT/FX CORPORATION

MN: OBJECT/FX, INC.

State of Formation and Name of Surviving Entity:

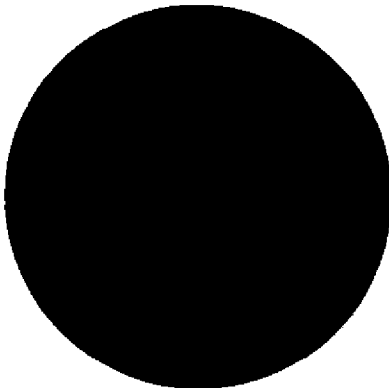
OBJECT/FX, INC.

Effective Date of Merger: September 27, 1999

Name of Surviving Entity After Effective Date of Merger:

OBJECTFX CORPORATION

This certificate has been issued on: September 27, 1999.



Mary Kiffmeyer
Secretary of State.

74-548

**ARTICLES OF MERGER
OF
OBJECT/FX CORPORATION,
A DELAWARE CORPORATION
INTO
OBJECT/FX, INC.,
A MINNESOTA CORPORATION**

These Articles of Merger are adopted pursuant to Minnesota Statute Section 302A.621 by Object/FX, Inc., a Minnesota corporation, (the "Surviving Corporation"), and Object/FX Corporation, a Delaware corporation (the "Merging Corporation").

The Surviving Corporation and the Merging Corporation do hereby agree and certify that:

1. Attached hereto and incorporated herein is the Agreement and Plan of Merger dated August 31, 1999 (the "Plan of Merger") for the merger of the Merging Corporation with and into the Surviving Corporation, which merger shall be effective at the later of the date of filing with the Agreement and Plan of Merger with the Minnesota Secretary of State and the Delaware Secretary of State (the "Merger").

2. The Surviving Corporation is a wholly-owned subsidiary of the Merging Corporation. The Merging Corporation holds 500 shares of Common Stock of the Surviving Corporation, constituting all of the outstanding shares.

3. The Agreement and Plan of Merger has been duly adopted and approved by the Board of Directors and the Sole Shareholder and parent of the Surviving Corporation pursuant to Section 302A.621 of the Minnesota Business Corporation Act and the shareholders and Board of Directors of the Merging Corporation pursuant to Section 252 of the Delaware General Corporation Law.

4. The name, Articles of Incorporation and Bylaws of the Surviving Corporation after the effective time of the Merger shall be as set forth in the enclosed Agreement and Plan of Merger.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed this 27th day of September, 1999.

OBJECT/FX, INC

By Bruce Gilmore
Bruce Gilmore, Executive Vice President

OBJECT/FX CORPORATION

By Bruce Gilmore
Bruce Gilmore, Executive Vice President

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AR filed 9/27/99 fe

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made as of August 31, 1999 by and between Object/FX Corporation, a Delaware corporation (the "Merging Corporation") and Object/FX, Inc., a Minnesota corporation and a wholly-owned subsidiary of the Merging Corporation (the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation being hereinafter collectively referred to as the "Constituent Corporations").

WHEREAS, the Board of Directors and Shareholders of the Merging Corporation and the Board of Directors and Sole Shareholder of the Surviving Corporation, acting in accordance with Section 252 of the Delaware General Corporation Law and Section 302A.621 of the Minnesota Business Corporation Act, respectively, have approved the merger of the Merging Corporation into the Surviving Corporation, upon the terms and subject to the conditions set forth herein; and

NOW, THEREFORE, in consideration of the foregoing and the mutual promises set forth below, the parties agree as follows:

1. Merger. The Surviving Corporation and the Merging Corporation agree to merge (the "Merger"). At the Time of Effectiveness (as defined below) of the Merger, the Merging Corporation shall be merged into the Surviving Corporation in accordance with the laws of the States of Delaware and Minnesota and the separate existence of the Merging Corporation shall thereupon cease. The Surviving Corporation shall continue its existence under the laws of the State of Minnesota.

2. Effective Date. The Merger shall be effective (the "Time of Effectiveness") as of the later of the filing of this Agreement and Plan of Merger with the Delaware Secretary of State and the Minnesota Secretary of State provided that for accounting purposes the Merger shall be effective as of September 1, 1999.

3. Name: Articles and Bylaws

3.1 Name. At the Time of Effectiveness, the name of the Surviving Corporation shall be changed to ObjectFX Corporation.

3.2 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation to be in effect from and after the Time of Effectiveness are attached hereto as Annex A.

3.3 Bylaws. The Bylaws of the Merging Corporation as in effect immediately prior to the Time of Effectiveness of the Merger shall be the Bylaws of the Surviving Corporation from and after the Time of Effectiveness.

4. Conversion of Shares.

4.1 Cancellation of Outstanding Stock of the Surviving Corporation. At the Time of Effectiveness, all then outstanding shares of Common Stock of the Surviving Corporation which are owned by the Merging Corporation shall be canceled.

4.2 Conversion of Outstanding Stock of the Merging Corporation. At the Time of Effectiveness, all then outstanding shares of Common and Preferred Stock of the Merging Corporation shall be converted into shares of Common and Preferred Stock of the Surviving Corporation as follows:

(A) Each issued and outstanding share of Common Stock of the Merging Corporation shall be converted into one (1) fully paid and nonassessable share of Common Stock of the Surviving Corporation;

(B) Each issued and outstanding share of Series A Convertible Preferred Stock of the Merging Corporation shall be converted into one (1) fully paid and nonassessable share of Series A Convertible Preferred Stock of the Surviving Corporation;

(C) Each issued and outstanding share of Series B Convertible Preferred Stock of the Merging Corporation shall be converted into one (1) fully paid and nonassessable share of Series B Convertible Preferred Stock of the Surviving Corporation;

(D) Each issued and outstanding share of Series B-1 Convertible Preferred Stock of the Merging Corporation shall be converted into one (1) fully paid and nonassessable share of Series B-1 Convertible Preferred Stock of the Surviving Corporation; and

(E) Each issued and outstanding share of Series C Convertible Preferred Stock of the Merging Corporation shall be converted into one (1) fully paid and nonassessable share of Series C Convertible Preferred Stock of the Surviving Corporation.

4.3 Conversion of Outstanding Stock Options, Warrants and Convertible Debt.

(A) At the Time of Effectiveness, all then outstanding options and warrants to purchase shares of Common or a series of Preferred Stock of the Merging Corporation shall be converted into an option or a warrant, as the case may be, to purchase the same number of shares of the same class and series of capital stock of the Surviving Corporation upon the same terms and conditions.

(B) At the Time of Effectiveness, all outstanding convertible debt of the Merging Corporation shall be converted into the same amount of debt of the Surviving Corporation, convertible into the same number of shares of the same class and series of capital

stock of the Surviving Corporation upon the same terms and conditions.

5. Succession to Rights and Obligations. At the Time of Effectiveness, the Surviving Corporation shall automatically succeed to all of the assets and rights and all of the liabilities and obligations of the Merging Corporation. The provisions of this Agreement and Plan of Merger shall be binding upon and inure to the benefit of all the parties hereto and their successors and assigns.

6. Officers and Directors. The officers and directors of the Surviving Corporation at the Time of Effectiveness shall continue as officers and directors of the Surviving Corporation until the election and qualification of their successors.

7. Governing Law. This Agreement and Plan of Merger shall be governed by the laws of the State of Delaware and the State of Minnesota.

8. Certification of Approval. The undersigned officers of the Merging Corporation and the Surviving Corporation do hereby certify that this Agreement and Plan of Merger has been approved by the Board of Directors and shareholders of the Merging Corporation in accordance with Section 252 of the Delaware General Corporation Law and by the Board of Directors and the sole shareholder of the Surviving Corporation in accordance with Minnesota Statutes, Section 302A.621.

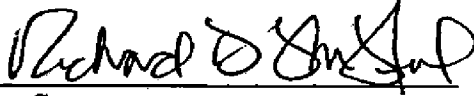
IN WITNESS WHEREOF, the parties have adopted, approved, executed, certified and acknowledged this Agreement and Plan of Merger as of the date first written above.


OBJECT/FX CORPORATION,
a Delaware corporation

OBJECT/FX, INC.,
a Minnesota corporation

By 
Executive Vice President

By 
Executive Vice President

By 
Secretary

By 
Secretary