

11-12-2002



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

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):

Centiv, Inc.

11-6-02

- 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: Centiv, Inc.

Internal Address:

Street Address: 998 Forest Edge Dr.

City: Vernon Hills State: IL Zip: 60061

- 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: June 11, 2002

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

A. Trademark Application No.(s) 76/230107; 76/230106

B. Trademark Registration No.(s) 2644179

Additional number(s) attached Yes No

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

Name: Liisa M. Thomas, Esq.

Internal Address: Gardner, Carton & Douglas

Street Address: 321 N. Clark Street

Suite 3400

City: Chicago State: IL Zip: 60610

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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 is a true copy of the original document.

Liisa M. Thomas

Name of Person Signing

Signature

10/31/2002 Date

Total number of pages including cover sheet, attachments, and document: 10

11/08/2002 DBYRNE 00000068 76230107

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

01 FC:8521 02 FD:8522

40.00 DP 50.00 DP

TRADEMARK REEL: 002614 FRAME: 0469

**CERTIFICATE OF MERGER  
OF  
CENTIV, INC.  
(a Georgia corporation)  
INTO  
CENTIV, INC.  
(a Delaware corporation)**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of formation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Centiv, Inc.	Georgia
Centiv, Inc.	Delaware

SECOND: That an agreement and plan of merger between the parties to the merger has been adopted, approved, 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 surviving corporation of the merger is Centiv, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation on file for the surviving corporation shall continue to be the Certificate of Incorporation of the surviving corporation after the effective date of the merger.

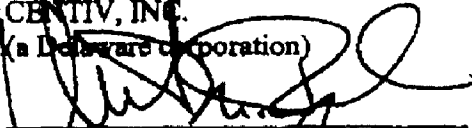
FIFTH: That the authorized stock for the non-surviving corporation is 35,000,000 shares of Common Stock, \$.001 par value, and 5,000,000 shares of Preferred Stock, \$.001 par value of which 1,000,000 Preferred Shares have been designated as Series A Convertible Preferred Stock.

SIXTH: The effective date of the merger shall be the date of filing of this Certificate of Merger.

SEVENTH: That the executed agreement and plan of merger 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 998 Forest Edge Dr., Vernon Hills, IL 60061.

EIGHTH: That a copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or shareholder of any constituent corporation.

Dated: June 11, 2002

CENTIV, INC.  
(a Delaware corporation)  
  
\_\_\_\_\_  
William M. Rychel, President

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# Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 021620906  
CONTROL NUMBER: K826807  
EFFECTIVE DATE: 06/11/2002  
REFERENCE : 0048  
PRINT DATE : 06/11/2002  
FORM NUMBER : 411

CSC NETWORKS, INC.  
DAVID HOLCOMB #310  
900 OLD ROSWELL LAKES PKWY.  
ROSWELL GA 30075

## CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

CENTIV, INC., A DELAWARE CORPORATION

Nonsurviving Entity/Entities:

CENTIV, INC., A GEORGIA CORPORATION



*Cathy Cox*

Cathy Cox  
Secretary of State  
TRADEMARK

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ARTICLES OF MERGER  
OF  
CENTIV, INC.  
(a Georgia corporation)  
AND  
CENTIV, INC.  
(a Delaware corporation)

To the Secretary of State  
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger.

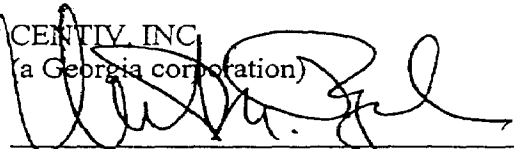
1. The following is the Plan of Merger for merging Centiv, Inc., a corporation incorporated under the laws of the State of Georgia ("Centiv-Georgia") with and into Centiv, Inc., a corporation incorporated under the laws of the State of Delaware ("Centiv-Delaware"), adopted at a meeting by the Board of Directors of Centiv-Georgia on February 12, 2002 and adopted at a meeting by the Board of Directors of Centiv-Delaware on April 24, 2002.

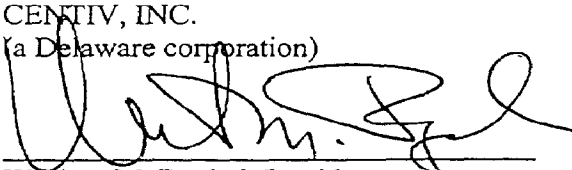
2. The merger was duly approved by the shareholders of Centiv-Georgia.

3. The merger of Centiv-Georgia with and into Centiv-Delaware is permitted by the laws of the jurisdiction of organization of Centiv-Delaware and has been authorized in compliance with said laws.

4. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

Dated: June 11, 2002

CENTIV, INC.  
(a Georgia corporation)  
  
\_\_\_\_\_  
William M. Rychel, President

CENTIV, INC.  
(a Delaware corporation)  
  
\_\_\_\_\_  
William M. Rychel, President

SECRETARY OF STATE  
2002 JUN 13 P 12:01

SECRETARY OF STATE  
2002 JUN 11 P 3:47

## PLAN OF MERGER

PLAN OF MERGER adopted by Centiv, Inc., a corporation organized under the laws of the State of Georgia by resolution of its Board of Directors on February 12, 2002, and adopted on April 24, 2002 by Centiv, Inc., a corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on April 24, 2002. The names of the corporations planning to merge are Centiv, Inc., a Georgia corporation ("Centiv-Georgia"), and Centiv, Inc., a Delaware corporation ("Centiv-Delaware"). The name of the surviving corporation is Centiv, Inc.

1. Centiv-Georgia and Centiv-Delaware, shall, pursuant to the provisions of the Georgia Business Corporation Code and the provisions of the laws of the jurisdiction of organization of Centiv-Delaware be merged with and into a single corporation, Centiv-Delaware shall be the surviving corporation when the merger takes effect and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name Centiv, Inc. pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Centiv-Georgia, which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease when the merger takes effect in accordance with the provisions of the Georgia Business Corporation Code.

2. The Certificate of Incorporation including the Certificate of Designations, Preferences and Rights of Centiv-Delaware shall constitute the Certificate of Incorporation of the Surviving Corporation, subject always to the right of the Surviving Corporation to amend its Certificate of Incorporation or Certificate of Designations, Preferences and Rights in accordance with the laws of the State of Delaware and the provisions of the Certificate of Incorporation or the Certificate of Designations, Preferences and Rights.

3. The Bylaws of Centiv-Delaware in effect at the Effective Time shall constitute the Bylaws of the Surviving Corporation until altered, amended or repealed in accordance with the provisions of the laws of the State of Delaware and the Certificate of Incorporation and Bylaws of the Surviving Corporation.

4. The directors of the Surviving Corporation shall be comprised of: Steven J. Carnevale (Class I), Kim Feil (Class I), Thomas M. Mason (Class II), Frank Dalton (Class II), Albert Sisto (Class III) and William M. Rychel (Class III) each to hold office for his or her elected or appointed term and until his or her successor shall have been elected and shall have qualified or until his earlier resignation or removal as provided for in the Certificate of Incorporation and Bylaws of the Surviving Corporation. The officers of Centiv-Georgia in office at the Effective Time shall continue in office as the officers of the Surviving Corporation, each to hold office for his or her elected or appointed term and until his or her successor shall have been elected and shall have qualified or until his earlier resignation or removal as provided for in the Certificate of Incorporation and Bylaws of the Surviving Corporation

5. The manner and basis of converting the shares of Centiv-Georgia into shares of the Surviving Corporation, and the cancellation and retirement of shares of Centiv-Delaware shall be as follows:

5.1. The 1,000 shares of Common Stock, par value \$.001 per share, of Centiv-Delaware (all of which are owned of record and beneficially by Centiv-Georgia) shall be cancelled.

5.2 Each share of Class A Common Stock, par value \$.001 per share, of Centiv-Georgia issued and outstanding or held in its treasury at the Effective Time shall forthwith and without the surrender of stock certificates or any other action, be converted into one fully paid and nonassessable share of Common Stock, par value \$.001 per share, of the Surviving Corporation. Outstanding certificates representing shares of Centiv-Georgia Class A Common Stock shall thereafter represent the same number of shares of Common Stock of the Surviving Corporation, and the holder thereof shall have precisely the same rights that he would have if such certificates had been issued by the Surviving Corporation, except to the extent otherwise provided in Sections 14-2-1301 et. seq. and 14-2-1131 et. seq. of the Georgia Business Corporation Code.

5.3 After the Effective Time, each holder of a certificate representing shares of outstanding Centiv-Georgia Class A Common Stock may, but shall not be required to, surrender the same to American Stock Transfer and Trust Company, or its successor, as transfer agent for the Surviving Corporation, and upon such surrender such holder shall be entitled to receive a certificate or certificates issued by the Surviving Corporation for the number of shares of Common Stock represented by the surrendered certificate. The Surviving Corporation shall be entitled to rely upon the stock records of Centiv-Georgia as to the ownership of shares of its Class A Common Stock at the Effective Time. If any shareholder of the Surviving Corporation cannot produce the certificate or certificates theretofore evidencing the ownership of shares of Centiv-Georgia, he shall be required to proceed in regard thereto as he would have had to do were he under like circumstances applying for the issuance of a new certificate of Centiv-Delaware.

5.4 Each share of Series A Convertible Preferred Stock, par value \$.001 per share, of Centiv-Georgia issued and outstanding or held in its treasury at the Effective Time shall forthwith and without the surrender of stock certificates or any other action, be converted into one fully paid and nonassessable share of Series A Convertible Preferred Stock, par value \$.001 per share, of the Surviving Corporation. Outstanding certificates representing shares of Centiv-Georgia Series A Convertible Preferred Stock shall thereafter represent the same number of shares of Series A Convertible Preferred Stock of the Surviving Corporation, and the holder thereof shall have precisely the same rights that he would have if such certificates had been issued by the Surviving Corporation, except to the extent otherwise provided in Sections 14-2-1301 et. seq. and 14-2-1131 et. seq. of the Georgia Business Corporation Code.

5.5 After the Effective Time, each holder of a certificate representing shares of outstanding Centiv-Georgia Series A Convertible Preferred Stock may, but shall not be required to, surrender the same to American Stock Transfer and Trust Company, or its successor, as transfer agent for the Surviving Corporation, and upon such surrender such holder shall be entitled to receive a certificate or certificates issued by the Surviving Corporation for the number

of shares of Series A Convertible Preferred Stock represented by the surrendered certificate. The Surviving Corporation shall be entitled to rely upon the stock records of Centiv-Georgia as to the ownership of shares of its Series A Convertible Preferred Stock at the Effective Time. If any shareholder of the Surviving Corporation cannot produce the certificate or certificates theretofore evidencing the ownership of shares of Centiv-Georgia, he shall be required to proceed in regard thereto as he would have had to do were he under like circumstances applying for the issuance of a new certificate of Centiv-Delaware.

5.6 To the extent outstanding warrants provides for the issuance or purchase of, or otherwise relates to, Centiv-Georgia Class A Common Stock or Series A Convertible Preferred Stock after the Effective Time, such warrant shall be assumed by the Surviving Corporation and deemed to provide for the issuance or purchase of, or otherwise relate to, Common Stock or Series A Convertible Preferred Stock, as applicable, of the Surviving Corporation. References in any warrant to Centiv-Georgia shall be deemed to refer to the Surviving Corporation. As of the Effective Time, the Surviving Corporation shall reserve shares of its authorized and unissued Common Stock and Series A Convertible Preferred Stock that may be issued for purposes of the warrants in numbers equal to the number of shares of Centiv-Georgia Class A Common Stock and Series A Convertible Preferred Stock that were reserved by Centiv-Georgia for purposes of the warrants immediately prior to the Effective Time.

5.7 Centiv-Georgia shall not make any transfers on its stock books after the Effective Time.

6. This Agreement shall be submitted to the shareholders of each of the Constituent Corporations, as provided by law, and it shall take effect and be deemed to be taken to be the Agreement and Plan of Merger of the Constituent Corporations upon the approval or adoption thereof by the shareholders of each of the Constituent Corporations, in accordance with the requirements of the laws of the State of Georgia and the State of Delaware, and upon the execution, filing and recording of such documents and the doing of such other acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of Georgia and the State of Delaware

7. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code, and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Corporation.

8. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, and in the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Corporation, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia and of the State



of Delaware and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

# Delaware

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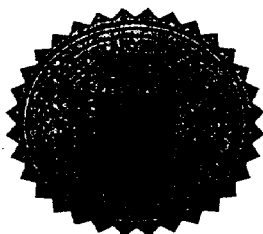
*The First State*

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:

"CENTIV, INC.", A GEORGIA CORPORATION,

WITH AND INTO "CENTIV, INC." UNDER THE NAME OF "CENTIV, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JUNE, A.D. 2002, AT 4:30 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

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AUTHENTICATION: 1825205

020374850

DATE: 06-12-02  
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RECORDED: 11/06/2002

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