

04-10-2003

SHEET

Docket No.:

JLY

18665-00001



102415208

Tab settings

To the Honorable Commissioner of

the attached original documents or copy thereof.

1. Name of conveying party(ies):

BER, Inc.

3-24-03

2. Name and address of receiving party(ies)

Name: Accela Communications, Inc

Internal Address: _____

Street Address: 118 Turnpike Road

City: Southborough

State: MA

ZIP: 01772

- Individual(s)
- General Partnership
- Corporation-State Massachusetts
- Other _____

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: March 5, 2003

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Massachusetts
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

~~78/153,173~~ 78/034,522 78/063,396
78/136,166 78/136,193

B. Trademark Registration No.(s)

2,384,891 2,187,976 2,617,095
2,551,265

Additional numbers Yes No

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

Name: Jenifer E. Haeckl, Esq.

Internal Address: _____

Street Address: Mirick O'Connell DeMallie & Lougee

1700 West Park Drive

City: Westborough State: MA ZIP: 01581

6. Total number of applications and registrations involved:.....

9

7. Total fee (37 CFR 3.41):.....\$ \$240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1582

04/09/2003 ECOOPER 00000178 78153173

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP
02 FC:8522 200.00 OP

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.

Jenifer E. Haeckl, Esq.

Name of Person Signing

Jenifer Haeckl
Signature

3/20/03
Date

Date

Total number of pages including cover sheet, attachments, and

12

TRADEMARK

REEL: 002708 FRAME: 0648

OFFICE OF PUBLIC RECORDS
REC'D MAR 24 AM 9:30
FINANCE SECTION

000015862
\$25.00
ECOPER
\$25.00

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

ACI INVESTMENTS, INC.
c/o International Data Group, Inc.
5 Speen Street
Framingham, MA 01701

February 12, 2003

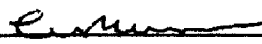
Secretary of State
Corporations Division
Room 1717
One Ashburton Place
Boston, MA 02108
Re: BER, Inc. Name
Change

Dear Sir/Madam:

Please be advised that we hereby authorize BER, Inc. to change its name to Accela Communications, Inc., which is the former name of ACI Investments, Inc., a Delaware corporation which qualified as a foreign corporation in Massachusetts under the name Accela Communications, Inc.

Very truly yours,

ACI INVESTMENTS, INC.
formerly, Accela Communications, Inc.

By: 
Name: Edward Bloom
Title: CFO + Treasurer

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

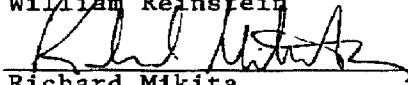
Later effective date: _____ .

SIGNED UNDER THE PENALTIES OF PERJURY, this 31st day of January, 20 03 .



William Reinsfein

, *President ~~ASST. PRESIDENT~~



Richard Mikita

, *Clerk ~~ASST. CLERK~~

*Delete the inapplicable words.

3437

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

830313

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100.00 having been paid, said articles are deemed to have been filed with me this 27th day of March 20 03.

RECEIVED BY THE
CORPORATION DIVISION
03 MAR -5 AM 11:57
CORPORATION DIVISION

Effective date:

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 3-20-03 CLERK

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

Jeffrey E. Swaim, Esq.
Mirick, O'Connell, DeMallie & Lougee, LLP
100 Front Street
Worcester, MA 01608
Telephone: (508) 929-1616
Email:

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

D

BSJ
Examiner

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

SKL

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

EIN: Applied For

Name
Approved

ARTICLE I

The exact name of the corporation is:

BER, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To provide web-based marketing solutions.

In general to carry on any other lawful business whatsoever in connection with the foregoing and which is calculated directly or indirectly to promote the interest of the corporation or enhance the value of its property.

To engage in any business or other activity which a corporation organized under Massachusetts General Laws, Chapter 156B may lawfully carry on, whether or not related to those activities referred to in the preceding paragraphs.

- C
- P
- M
- R.A.

6

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

156b-1 8/9/02

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	275,000	Common:		
Preferred:		Preferred:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

None

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

None

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Continuations Sheets 6A and 6B

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE VI

A. INDEMNIFICATION

The Corporation will indemnify directors, officers, employees and other agents, present or former, of the Corporation and persons who serve at its request as directors, officers, employees or agents of another organization, or who serve at its request in any capacity with respect to any employee benefit plan, to the extent and as provided in the By-Laws.

B. STOCKHOLDERS' MEETINGS

Meetings of stockholders of this Corporation may be held anywhere in the United States.

C. AMENDMENT OF BY-LAWS

The By-Laws may provide that the Board of Directors, as well as the stockholders, may make, amend or repeal the By-Laws of this Corporation, except with respect to any provision thereof which by law, by these Articles or by the By-Laws, requires action by the stockholders. Any By-Law adopted by the Board of Directors may be amended or repealed by the stockholders.

D. ACTING AS A PARTNER

This Corporation may be a partner or joint venturer in any business enterprise which it would have power to conduct by itself.

E. INTERESTED TRANSACTIONS

The directors will have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any Interest (as defined below). In the absence of fraud, any director, officer or stockholder of this Corporation individually, or any individual having any Interest in any Concern (as defined below) in which any such directors, officers, stockholders or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this Corporation, and

- (1) such contract, transactions or act shall not be in any way invalidated or otherwise affected by that fact;
- (2) no such director, officer, stockholder or individual shall be liable to account to this Corporation for any profit or benefit realized through any such contract, transaction or act; and
- (3) any such director of this Corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same.

For purposes of this Article, the term "Interest" will mean personal interest as a director, officer, stockholder, shareholder, trustee, member or beneficiary of any Concern; and the term "Concern" will mean any corporation, association, trust, partnership, firm, person or other entity other than this Corporation.

F. LIMITATION OF LIABILITY OF DIRECTORS

No director of this Corporation will be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, that the foregoing will not eliminate the liability of a director (i) for any breach of such director's duty of loyalty to this 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 61 or 62 of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which such director derived an improper personal benefit. No amendment or repeal of this Article will adversely affect the rights and protection afforded to a director of this Corporation under this Article for acts or omissions which occurred while this Article was in effect.

G. AMENDMENTS

The Articles of Organization of this Corporation may be amended by vote of a majority of each class of stock outstanding and entitled to vote thereon.

H. SALE OF ASSETS

This Corporation may authorize the sale, lease or exchange of all or substantially all of its property and assets, upon such terms and conditions as it deems expedient by vote of a majority of each class of stock outstanding and entitled to vote thereon.

I. MERGERS AND CONSOLIDATIONS

This Corporation may authorize and approve any agreement of merger or consolidation pursuant to Sections 78 and 79 of Chapter 156B of the General Laws of the Commonwealth of Massachusetts by vote of a majority of each class of stock outstanding and entitled to vote thereon.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation *in Massachusetts* is:
118 Turnpike Road, Southborough, MA 01772

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: William Reinstein	15 White Oak Lane Sudbury, MA 01776	same
Treasurer: Edward Pierce	5 Norma Road Bedford, MA 01730	same
Clerk: Richard Mikita	8 Ravine Street Arlington, MA 02476	same
Directors: William Reinstein	15 White Oak Lane Sudbury, MA 01776	same
Edward Pierce	5 Norma Road Bedford, MA 01730	same
Richard Mikita	8 Ravine Street Arlington, MA 02476	same

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 23rd day of JANUARY, 20 03.



William Reinstein

15 White Oak Lane
Sudbury, MA 01776

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

826045

2795

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

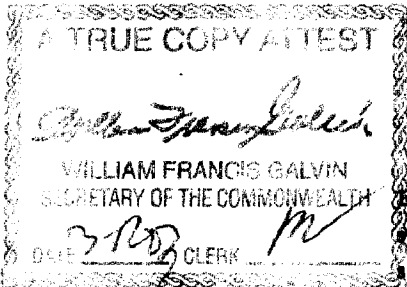
(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 45 having been paid, said articles are deemed to have been filed with me this 24th day of January 20 03

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$275.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION

Contact information:

Jeffrey E. Swain, Esq.
Mirick, O'Connell, DeMallie & Lougee, LLP

100 Front Street

Worcester, MA 01608

Telephone: (508) 791-8500

Email: _____

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.

RECEIVED
CORPORATION DIVISION
03 JAN 24 2003