

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Retx.com, Inc.		04/30/2002	CORPORATION: OREGON

RECEIVING PARTY DATA	
Name:	Retx, Inc.
Street Address:	41 Perimeter Center East, Suite 225
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30346
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	2506016	RETX.COM
Registration Number:	2525616	RETX
Registration Number:	2503720	E
Serial Number:	78178529	EPATH
Registration Number:	2701882	RETX
Registration Number:	2544691	LMD
Serial Number:	78084009	CCM

CORRESPONDENCE DATA	
Fax Number:	(404)365-9532
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	404-504-7649
Email:	trademark@mmmlaw.com
Correspondent Name:	Morris, Manning & Martin, LLP
Address Line 1:	3343 Peachtree Road NE, Suite 1600
Address Line 4:	Atlanta, GEORGIA 30326-1044

ATTORNEY DOCKET NUMBER:	10602-30742
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OP \$190.00 2506016

NAME OF SUBMITTER:

Dana A. Schwind

Total Attachments: 3

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Delaware

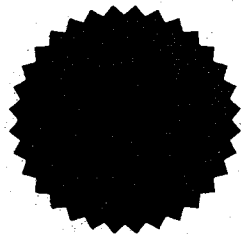
PAGE 1

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:

"RETX.COM, INC.", A OREGON CORPORATION,
WITH AND INTO "RETX, INC." UNDER THE NAME OF "RETX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 2002, AT 10:30 O'CLOCK A.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

3517927 8100M

AUTHENTICATION: 1751720

020275236

DATE TRADEMARK

REEL: 002838 FRAME: 0379

**ARTICLES OF MERGER OF
RETX.COM, INC. (AN OREGON CORPORATION)
AND
RETX, INC. (A DELAWARE CORPORATION)**

I.

The names and states of incorporation of the constituent corporations are Retx.com, Inc. ("Retx Oregon"), an Oregon corporation, the merged corporation, and RETX, Inc., a Delaware corporation ("Retx Delaware"), the surviving corporation.

II.

The Agreement and Plan of Merger is attached hereto as *Exhibit A*.

III.

The Merger was duly approved by the shareholders of Retx Oregon pursuant to Or. Rev. Stat. § 60.487 and by the shareholders of Retx Delaware pursuant to Del. Code Ann. tit. 8 § 252.

IV.

Retx Oregon currently has 11,185,435 shares of voting common stock and 79 shares of preferred stock issued and outstanding, the holders of which voted unanimously as one group in favor of the Merger.

V.

Pursuant to the Agreement and Plan of Merger, the Merger of Retx Oregon and Retx Delaware shall be effective as of the date and time these Articles of Merger have been filed with the Secretary of State of the State of Oregon and the Secretary of State of the State of Delaware.

[SIGNATURES COMMENCE ON FOLLOWING PAGE]

Articles of Merger.doc

[SIGNATURE PAGE TO THE ARTICLES OF MERGER]

Date: April 25 2002


RETX.COM, INC. an Oregon Corporation

By: 
Ronald J. Josephson

Its: VP CFO/COO

[CORPORATE SEAL]

RETX, INC. a Delaware Corporation

By: 
Ronald J. Josephson

Its: VP CFO/COO

[CORPORATE SEAL]