

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sales Management Systems, Inc.		12/08/2003	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Microsoft Corporation
Street Address:	One Microsoft Way
City:	Remond
State/Country:	WASHINGTON
Postal Code:	98104-7092
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2380220	QUICKSELL 2000
Registration Number:	2310474	QUICKSELL
Registration Number:	2380295	QUICKSELL HEADQUARTERS
Registration Number:	2603988	QUICKSELL COMMERCE
Registration Number:	2600584	QUICKSELL COMMERCE HEADQUARTERS
Registration Number:	2630455	EMPOWER YOUR STORES!

CORRESPONDENCE DATA

Fax Number: (206)682-6031
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (206) 622-4900
 Email: TaraK@SeedIP.com
 Correspondent Name: Seed Intellectual Property Law Group PLL
 Address Line 1: 701 Fifth Avenue
 Address Line 2: Suite 6300
 Address Line 4: Seattle, WASHINGTON 98104-7092

ATTORNEY DOCKET NUMBER:	660005.06004
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CH \$165.00 2380220

NAME OF SUBMITTER:

William O. Ferron, Jr.

Total Attachments: 5

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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State on behalf of:

MICROSOFT CORPORATION

WA Profit Corporation

UBI: 600-413-485

Filing Date: December 17, 2003

Merging Entities:

Not Qualified in WA SALES MANAGEMENT, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 002841 FRAME: 0250

ARTICLES OF MERGER OF
SALES MANAGEMENT SYSTEMS, INC.,
a Nevada corporation
into
MICROSOFT CORPORATION,
a Washington corporation

FILED
SECRETARY OF STATE
DEC 17 2003
STATE OF WASHINGTON

Microsoft Corporation, a Washington corporation ("Surviving Corporation"), and Sales Management Systems, Inc., a Nevada corporation ("Non-Surviving Corporation"), submit the following Articles of Merger pursuant to RCW 23B.11.050:

1. The Agreement and Plan of Merger attached hereto as Exhibit A was duly adopted and approved by the directors of the Surviving Corporation pursuant to RCW 23.B.11.040 and is attached hereto as Exhibit A.

3. Pursuant to RCW 23B.11.040 the approval of the shareholders of Surviving Corporation was not required as Surviving Corporation owns all of the outstanding shares of Non-Surviving Corporation.

Dated: December 8, 2003

MICROSOFT CORPORATION,
a Washington corporation

By: 

John A. Seethoff, Assistant Secretary

TRADEMARK

REEL: 002841 FRAME: 0251

EXHIBIT A

AGREEMENT AND PLAN OF MERGER
between
SALES MANAGEMENT SYSTEMS, INC.,
a Nevada corporation
and
MICROSOFT CORPORATION,
a Washington corporation

This Agreement and Plan of Merger is made and entered into this 8th day of December, 2003, (the "Plan") between Sales Management Systems, Inc., a Nevada corporation (the "Non-Surviving Corporation") and Microsoft Corporation, a Washington corporation (the "Surviving Corporation").

RECITALS

1. Surviving Corporation and Non-Surviving Corporation are sometimes referred to herein as the "Constituent Corporations."

2. The address of the Non-Surviving Corporation is 6100 Neil Road, Suite 100, Reno, NV 89511. The jurisdiction of organization and governing law of the Non-Surviving Corporation is Nevada. The address of the Surviving Corporation is One Microsoft Way, Redmond, Washington, 98052-6399. The jurisdiction of organization and governing law of the Surviving Corporation is Washington.

3. The directors of each of the Constituent Corporations have deemed it advisable for the mutual benefit of the Constituent Corporations and their respective shareholders that the Non-Surviving Corporation be merged with and into the Surviving Corporation pursuant to the Nevada Revised Statutes and the Revised Code of Washington.

NOW, THEREFORE, in consideration of the premises hereof and the mutual agreements herein contained, and in accordance with the laws of the States of Nevada and Washington, the Constituent Corporations agree as follows:

ARTICLE I

Subject to the terms and conditions hereinafter set forth, (i) the Non-Surviving Corporation shall be merged into Surviving Corporation, and (ii) the Surviving Corporation shall continue to have the name "Microsoft Corporation" and be governed by the laws of the State of Washington. The Plan shall become effective upon the filing of the requisite documents with the Secretary of State for Nevada and Washington. The date upon which the Plan shall become effective is herein referred to as the "Effective Date."

TRADEMARK

REEL: 002841 FRAME: 0252

ARTICLE II

As used in this Plan, the "Merger" means the merger of Non-Surviving Corporation into Surviving Corporation in accordance with this Plan and the laws of Nevada and Washington.

ARTICLE III

The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date of the Merger shall constitute the Articles of Incorporation of the Surviving Corporation.

ARTICLE IV

From and after the Effective Date of the Merger, the Bylaws of the Surviving Corporation shall be unchanged until the same thereafter be amended or repealed in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE V

The directors and officers of the Surviving Corporation in office on the Effective Date of the Merger shall remain in office until further removed or resigned.

ARTICLE VI

At the Effective Date of the Merger the outstanding shares of the common stock of Non-Surviving Corporation shall be cancelled. The outstanding shares of Surviving Corporation, and the certificates representing such shares, shall be unaffected by the Merger.

ARTICLE VII

The effect of the Merger shall be as provided by the applicable provisions of the laws of Nevada and Washington. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date of the Merger: the separate existence of Non-Surviving Corporation shall cease; the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the Constituent Corporations; all obligations belonging to or due any of the Constituent Corporations shall be vested in and become the obligations of, the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in any of the Constituent Corporations shall be vested in and become the obligations of the Surviving Corporation without further act or deed; title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired; and the Surviving Corporation shall be liable for all the obligations of the Constituent Corporations and any claim existing, or action or proceeding pending, by or against any of the

Constituent Corporations may be prosecuted to judgment with right of appeal, as if the Merger had not taken place.

If at any time after the Effective Date of the Merger the Surviving Corporation shall consider it to be advisable that any further conveyances, agreements, documents, instruments, and assurances of law or any other things are necessary or desirable to vest, perfect, confirm, or record in the Surviving Corporation the title to any property, rights, privileges, powers, and franchises of the Constituent Corporations or otherwise to carry out the provisions of this Plan, the proper directors and officers of the Constituent Corporations last in office shall execute and deliver, upon the Surviving Corporation's request, any and all proper conveyances, agreements, documents, instruments, and assurances of law, and do all things necessary or proper to vest, perfect, or confirm title to such property, rights, privileges, powers, and franchises in the Surviving Corporation, and otherwise to carry out the provisions of this Plan.

ARTICLE VIII

This Plan may be terminated and the Merger abandoned by mutual consent of the Constituent Corporations at any time prior to the Effective Date of the Merger.

ARTICLE IX

Except as otherwise specifically provided herein, nothing expressed or implied in this Plan is intended, or shall be construed, to confer upon or give any person, firm, or corporation, other than the Constituent Corporations any rights or remedies under or by reason of this Plan.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first above written.

SALES MANAGEMENT SYSTEMS, INC.,
a Nevada corporation

By _____
Kevin J. Fay, Vice President

MICROSOFT CORPORATION,
a Washington corporation

By _____
John A. Seethoff, Assistant Secretary