

12-18-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. Tab settings)

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COVER SHEET ONLY

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):

Smartmail, LLC 614 Haverhill Road Wilmington, Delaware 19803-2435 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Limited Liability Company

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

3. Nature of conveyance:

[] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Change of Address

Execution Date: 8/03/99

2. Name and address of receiving party(ies)

Name: Smartmail, LLC Internal Address: Jennifer Haley

Street Address: 1500 Southpoint Drive, Ste 200 City: Forest Park State: GA Zip: 30297

[] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other Limited Liability Company

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

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

A. Trademark Application No.(s) 75/260,246

B. Trademark Registration No.(s) 2,137,266; 2,135,817; 2,149,161

Additional number(s) attached [] Yes [x] No

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

Name: Goodwin Procter, LLP. Internal Address: Attn: Jessica Rothstein, Esq.

Street Address: 599 Lexington Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00

[] Enclosed [x] Authorized to be charged to deposit account

8. Deposit account number: 06-0923

DO NOT USE THIS SPACE

9. Signature.

Jessica Rothstein Name of Person Signing

[Handwritten Signature] Signature

8/03/03 Date

12/17/2003 LMUELLER 00000209 060923 75260246 Total number of pages including cover sheet, attachments, and document: []

01 FC:8521 40.00 DA 02 FC:8522 75.00 DA

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



05-23-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 5-20-03
Smartmail of New York City, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name

Execution Date: 8/03/99

2. Name and address of receiving party(ies)
Name: Smartmail, LLC
Internal Address: Jeff Thommes
Street Address: 614 Haverhill Road
City: Wilmington State: Delaware Zip: 19803-2435

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/260,246

B. Trademark Registration No.(s) 2,137,266
2,135,817
2,149,161

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jessica Rothstein, Esq.
Goodwin Procter
Internal Address: 30th Floor

Street Address: 599 Lexington Avenue
City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-0923
(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.

Jessica Rothstein
Name of Person Signing

Signature

19 MAY 2003
Date

Total number of pages including cover sheet, attachments, and document: 7

05/22/2003 TDIAZ1 00000045 060923 75260246
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01 FC:8521 40.00 CH
02 FC:8522 75.00 CH

TRADEMARK
REEL: 002881 FRAME: 0391

AUG-03-99 15:05 From:GOODWIN.PROCTER & HOAR LLP

+5175708150

T-125 P 03/04 Job-117

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF FORMATION

OF

SMARTMAIL OF NEW YORK CITY, L.L.C.

SmartMail of New York City, L.L.C., a limited liability company organized and existing under the laws of the State of Delaware (the "LLC"), does hereby certify:

FIRST: That the Members of the LLC, by unanimous written consent dated August 3, 1999, in accordance with the provisions of Section 18-202 of the Delaware Limited Liability Company Act of the State of Delaware, duly and unanimously adopted resolutions setting forth an amendment to the Certificate of Formation of the LLC, declaring such amendment to be advisable and in the best interests of the LLC. The resolution to amend the Certificate of Formation of the LLC is as follows:

RESOLVED: That it is advisable and in the best interests of the LLC to change its name from SmartMail of New York City, L.L.C. to SmartMail, LLC.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 08/03/1999
991321027 3799438

TRADEMARK

REEL: 002881 FRAME: 0392

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:15 AM 02/28/2003
030147247 - 2709438

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF

Smartmail, LLC

1. Name of Limited Liability Company: Smartmail, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows: registered agent/address: Jeff Thommes
1114 Haverhill Rd.
Wilmington, DE 19803-2435
(set forth amendment(s))

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 24 day of March, A.D. 2003.

By: 
Authorized Person(s)

Name: Jennifer Haley
Print or Type

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/22/1997
971022384 - 2709438

CERTIFICATE OF FORMATION

OF

SMARTMAIL OF NEW YORK CITY, L.L.C.

The undersigned, an authorized natural person, for the purpose of forming a limited liability company pursuant to the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18 Title 6 of the Delaware General Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware Limited Liability Company Act"), does hereby certify as follows:

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") shall be **SMARTMAIL OF NEW YORK CITY, L.L.C.**
2. The registered office of the Limited Liability Company is located at 1013 Centre Road, Wilmington, Delaware 19805, in the County of New Castle. The name of its registered agent at that address is Corporation Service Company.
3. The latest date on which the Limited Liability Company is to dissolve is December 31, 2026.
4. The Limited Liability Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate in the manner now or hereafter prescribed by law, and all rights and powers conferred in this Certificate are subject to this reserved power.
5. The Limited Liability Company may indemnify and advance expenses to its managers and members, any person who has ceased to be its manager or member, and the heirs, executors and administrators of such a person to the extent permitted by the Limited Liability Company Act of the State of Delaware as the same exists now or may hereafter be amended.
6. The name and address of the undersigned authorized natural person is as follows: Peter B. Hirschfield, c/o Moses & Singer LLP, 1301 Avenue of the Americas, New York, New York 10019-6076.

IN WITNESS WHEREOF, I sign my name and affirm that the statements made herein are true under penalty of perjury this 22nd day of January, 1997.


Peter B. Hirschfield

AUG-03-99 15:06 From:GOODWIN,PROCTER & HOAR LLP


+8175708150

T-135 P.04/04 Job-117

IN WITNESS WHEREOF, the LLC has caused this Certificate of Amendment of Certificate of Formation to be signed, under penalties of perjury, by James Martell, its Chief Executive Officer, this 3rd day of August, 1999.

SMARTMAIL OF NEW YORK CITY,
LLC

By:


Name: CHIEF EXECUTIVE OFFICER
Title: JAMES MARTELL

DOCSCV781435.1

TRADEMARK

REEL: 002881 FRAME: 0395

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of August 3, 1999, the effective date of this Assignment ("Effective Date"), by and between SmartMail, Inc., a Georgia corporation ("Assignor"), and SMARTMAIL OF NEW YORK CITY, LLC, a Delaware limited liability company, ("Assignee"). Capitalized words and phrases used and not otherwise defined in this Agreement which are defined in the Contribution Agreement (defined below) shall have the same meaning when used herein as when used in the Contribution Agreement.

WHEREAS, Assignor has adopted, used, is using and is the owner of the following registered and common law trademarks ("Trademarks"):

Trademarks and Registration Numbers

SMARTMAIL SERVICES (Reg. No. 2,137,266)

WE DON'T JUST PROCESS THE MAIL...WE MANAGE YOUR
COMMUNICATIONS...ONE PIECE AT TIME
(Reg. No. 2,135,817)

FLATTRACK (Reg. No. 2,149,161)

ADDRESSID (Notice of Publication Serial No. 75/260,246)

WHEREAS, Assignor has assigned to Assignee, pursuant to that certain Contribution and Assignment Agreement, dated as of the date hereof, by and between Assignor and Assignee (the "Contribution Agreement") all of the Assets, and the Assignee is thereby acquiring all of the right, title and interest in and to the Trademarks; and

WHEREAS, Assignee is desirous of acquiring the entire interest in said trademarks owned by Assignor and obtaining an assignment thereof in a form suitable for filing in the United States Patent and Trademark Office or the appropriate office of the relevant foreign country.

NOW, THEREFORE, for consideration that Assignor is receiving for the Assets and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, intending to be legally bound, the parties hereto agree as follows:

1. Assignor hereby assigns and transfers unto Assignee all right, title and interest in all countries in and to said Trademarks, including all common law trademarks or trade name

rights in said marks, together with the goodwill of the business symbolized by said trademarks.

2. Assignor further agrees that it will, at any and all times hereafter, whenever requested to do so, execute and deliver any instruments, documents or other writings which may be necessary or desirable to perfect and enforce the rights granted to Assignee herein.

3. Assignor acknowledges and agrees that nothing contained in this document shall supersede in any manner the terms or provisions of the Contribution Agreement.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have executed this Trademark
Assignment as an agreement under seal as of the Effective Date.

SMARTMAIL, INC.

By: Randall E. Holleran
Name:
Title: Chief Executive Officer

SMARTMAIL OF NEW YORK CITY,
LLC

By: SMARTMAIL, INC.

By: Randall E. Holleran
Name:
Title: Chief Executive Officer

ACKNOWLEDGMENT

STATE OF MASSACHUSETTS

COUNTY OF SUFFOLK

Then personally appeared the above-named RANDALL HOLLESCHAU
EXECUTIVE OFFICER of SmartMail, Inc. and acknowledged the foregoing instrument to be the free
act and deed of said corporation before me.



Notary Public

My commission expires:
July 29, 2005

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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SMARTMAIL, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

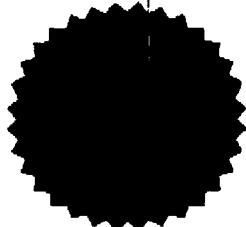
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SECOND DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SMARTMAIL OF NEW YORK CITY, L.L.C." TO "SMARTMAIL, LLC", FILED THE THIRD DAY OF AUGUST, A.D. 1999, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2003, AT 10:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2709438 8100E

AUTHENTICATION: 2411716

030307070

RECORDED: 12/04/2003

DATE TRADEMARK

REEL: 002881 FRAME: 0400