

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
Allegro Group, Inc.		12/31/2001	CORPORATION: OHIO
RECEIVING PARTY DATA			
Name:	EasyLink Services, U.S.A., Inc.		
Street Address:	399 Thronall Street		
City:	Edison		
State/Country:	NEW JERSEY		
Postal Code:	08837		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2326696	MAILWATCH	
CORRESPONDENCE DATA			
Fax Number:	(212)218-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-218-2100		
Email:	jgibson@fchs.com		
Correspondent Name:	Fitzpatrick, Cella, Harper & Scinto		
Address Line 1:	30 Rockefeller Plaza		
Address Line 4:	New York, NEW YORK 10112		
ATTORNEY DOCKET NUMBER:	02546.000T17 JMG		
NAME OF SUBMITTER:	James M. Gibson, Esq.		
Total Attachments: 2			
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CH \$40.00 2326696

CERTIFICATE OF MERGER
OF
THE ALLEGRO GROUP, INC.
AND
EASYLINK SERVICES USA, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) The Allegro Group, Inc., which is incorporated under the laws of the State of Ohio; and
- (ii) EasyLink Services USA, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by The Allegro Group, Inc. in accordance with the laws of the State of its incorporation and by EasyLink Services USA, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is EasyLink Services USA, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of EasyLink Services USA, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

399 Thornall Street
Edison, NJ 08837

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of The Allegro Group, Inc. consists of 1,000 shares of voting common stock, par value \$0.01 per share.

8. The merger is to become effective at 5:00 P.M. on December 31, 2001.

Dated: December 26, 2001.

EasyLink Services USA, Inc.

By: 

Name: Gerald Gorman

Title: Chairman and Chief Executive Officer