

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
Software Spectrum, Inc.		06/01/2004	CORPORATION: TEXAS

RECEIVING PARTY DATA	
Name:	Software Spectrum, Inc.
Street Address:	2140 Merritt Drive
City:	Garland
State/Country:	TEXAS
Postal Code:	75041
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Serial Number:	75181071	SOFTWARE SPECTRUM
Registration Number:	2286903	SOFTWARE SPECTRUM
Serial Number:	75848922	SOFTWARE SPECTRUM SMART SOLUTIONS FOR SMART COMPANIES
Registration Number:	2402002	SOFTWARE SPECTRUM SMART SOLUTIONS FOR SMART COMPANIES
Serial Number:	75640975	ZERO FOOTPRINT
Registration Number:	2321401	ZERO FOOTPRINT
Serial Number:	76473973	BUY. MANAGE. SIMPLIFY.
Registration Number:	2862101	BUY. MANAGE. SIMPLIFY.
Serial Number:	78401210	PLUS HARDWARE

CORRESPONDENCE DATA	
Fax Number:	(720)888-5128
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	720-888-2536
Email:	dallas.martin@level3.com

OP \$240.00 75181071

Correspondent Name: Dallas R. Martin
Address Line 1: 1025 Eldorado Blvd.
Address Line 4: Broomfield, COLORADO 80021

NAME OF SUBMITTER:

Dallas R. Martin

Total Attachments: 5

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**ARTICLES OF MERGER
OF
SOFTWARE SPECTRUM, INC.,
A TEXAS CORPORATION

WITH AND INTO

SOFTWARE SPECTRUM, INC.,
A DELAWARE CORPORATION**

Pursuant to the provisions of Article 5.01 of the Texas Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger.

1. The name of the surviving corporation is Software Spectrum, Inc., a Delaware corporation, and the name of the corporation being merged into the surviving corporation is Software Spectrum, Inc., a Texas corporation.

2. An Agreement and Plan of Merger has been approved by each of the constituent corporations.

3. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, with no amendments effected by the merger.

4. The Agreement and Plan of Merger and the performance of its terms have been duly authorized by Software Spectrum, Inc., a Delaware corporation, by all action required by the laws of the state under which it was incorporated and by its constituent documents.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, which is 2140 Merritt Drive, Garland, TX 75041, and a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without costs to any stockholder of any constituent corporation.

6. Software Spectrum, Inc., a Texas corporation, has authorized 1,000 shares of common stock, \$.01 per share, of which 100 shares are issued and outstanding and entitled to vote. One hundred shares were voted in favor of the Agreement and Plan of Merger, and none were voted against.

7. Software Spectrum, Inc., a Delaware corporation, has authorized 1,000 shares of common stock, \$.01 per share, of which 100 shares are issued and outstanding and entitled to vote. One hundred shares were voted in favor of the Agreement and Plan of Merger, and none were voted against.

8. The merger shall become effective at 5:00 p.m. on June 1, 2004.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
June 1, 2004.

SOFTWARE SPECTRUM, INC.,
a Texas corporation

By: Rebecca E. G. Tankersley
Name: Rebecca E. G. Tankersley
Title: Vice President

SOFTWARE SPECTRUM, INC.
a Delaware corporation

By: Rebecca E. G. Tankersley
Name: Rebecca E. G. Tankersley
Title: Vice President

**CERTIFICATE OF MERGER OF
A FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

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Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger.

1. The name of the surviving corporation is Software Spectrum, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Software Spectrum, Inc., a Texas corporation.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation shall be Software Spectrum, Inc., a Delaware corporation.
4. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.
5. The authorized stock and par value of the non-Delaware corporation is 1,000 shares of common stock, par value \$.01 per share.
6. The merger is to become effective at 5:00 p.m. on June 1, 2004.
7. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, which is 2140 Merritt Drive, Garland, TX 75041, and a copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

(Remainder of page intentionally left blank.)

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by an authorized officer.

By: Rebecca E. G. Tankersley
Name: Rebecca E. G. Tankersley
Title: Vice President



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

CAROLE KEETON STRAYHORN • COMPTROLLER • AUSTIN, TEXAS 78774

May 20, 2004

SOFTWARE SPECTRUM INC
2140 MERRITT DR
GARLAND, TX 75041-6184

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Carole Keeton Strayhorn, Comptroller of Public Accounts of the State of Texas,
DO HEREBY CERTIFY that according to the records of this office

SOFTWARE SPECTRUM INC

is, as of this date, in good standing with this office for the purpose of merger, conversion, or dissolution under Article 6.01 of the Texas Business Corporation Act, having filed the required franchise tax reports and having paid the franchise tax computed to be due through November 15, 2004.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 20th day of
May, 2004 A.D.

A handwritten signature in cursive script that reads "Carole Keeton Strayhorn".

Carole Keeton Strayhorn
Texas Comptroller

Taxpayer number: 17518780022
File number: 0065127200

NOTE: Failure by Texas corporations to legally dissolve, merge, or convert with the Texas Secretary of State on or before the expiration of this certificate, will result in additional franchise tax responsibilities. Out of state corporations are responsible for franchise tax through the last date of business in this state.

Form 05-329 (Rev.1-03/14)