

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
Voice FX, LLC		07/15/2004	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA	
Name:	Voice FX International, Inc.
Street Address:	One Plymouth Meeting
Internal Address:	Suite 610
City:	Plymouth Meeting
State/Country:	PENNSYLVANIA
Postal Code:	19462
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	2119870	FX DIRECT
Registration Number:	2183469	VOICE FX CORPORATION

CORRESPONDENCE DATA	
Fax Number:	(703)610-6200
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	703-610-6100
Email:	boxip@hhlaw.com
Correspondent Name:	Timothy J. Lyden
Address Line 1:	8300 Greensboro Drive, Suite 1100
Address Line 2:	Box Intellectual Property
Address Line 4:	McLean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	87411.04
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NAME OF SUBMITTER:	Timothy J. Lyden
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Total Attachments: 3

CH \$65.00 2119870

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Delaware

PAGE 1

The First State

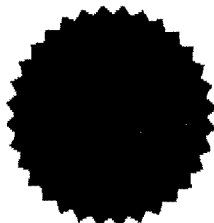
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VOICE FX, LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "VOICE FX INTERNATIONAL, INC." UNDER THE NAME OF "VOICE FX INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JULY, A.D. 2004, AT 5:48 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3825204 8100M

040521332



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3236647

DATE: 07-15-04

TRADEMARK
REEL: 002918 FRAME: 0302

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 05:49 PM 07/15/2004
 FILED 05:48 PM 07/15/2004
 SRV 040521332 - 3825204 FILE

CERTIFICATE OF MERGER
OF
VOICE FX, LLC
WITH AND INTO
VOICE FX INTERNATIONAL, INC.

Pursuant to Section 18-209(c) of the Delaware Limited Liability Company Act (the "DLLCA") and Section 264(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies that:

1. The name and state of incorporation of each of the constituent business entities is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Voice FX, LLC	Delaware
Voice FX International, Inc.	Delaware

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities in accordance with the requirements of Section 18-209(c) of the DLLCA and Section 264(c) of the DGCL.

3. The name of the surviving corporation shall be Voice FX International, Inc. (the "Surviving Corporation").

4. The merger shall become effective upon the date and time of the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

5. The Certificate of Incorporation of Voice FX International, Inc., as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law and such Certificate of Incorporation.

6. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation which is located at One Plymouth Meeting, Suite 610, Plymouth Meeting, Pennsylvania 19462.

7. A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member of either constituent business entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 15th day of July, 2004, and is being filed in accordance with Section 18-209(c) of the DCCLA and Section 264(c) of the DGCL by an authorized officer of the Surviving Corporation.

Voice FX International, Inc.,
a Delaware Corporation

By: 
Name: Marc A. Cohen
Title: Co-Chief Executive Officer