

03-02-2004

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

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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): 123
Office Products Update Service, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 12/30/2003

2. Name and address of receiving party(ies)

Name: eCommerce Industries, Inc.Internal Address: Suite 203Street Address: 2100 Reston ParkwayCity: Reston State: VA Zip: 20191

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Delaware
☐ Other _____

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)

74585490
74583976

B. Trademark Registration No.(s)

1975886
1923488

Additional number(s) attached ☒ Yes ☐ No

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

Name: Martina W. Knee

Internal Address: eCommerce Industries, Inc.
Suite 203

Street Address: 2100 Reston ParkwayCity: Reston State: VA Zip: 201916. Total number of applications and registrations involved: 57. Total fee (37 CFR 3.41).....\$ 140.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

(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.

Martina W. Knee

Name of Person Signing

Martina W. Knee

Signature

2/9/04

Date

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

03/02/2004 LRUeller 00000006 74585490

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

01 FC:8521
02 FC:8522

40.00 OP
100.00 OP

Cover Sheet page 1

TRADEMARK
REEL: 002920 FRAME: 0479

RECORDATION FORM
TRADEMARKS ONLY
(continued)

Continuation of Item 1. Name of Conveying Party(ies) Continuation of Item 4

	A. Trademark App. No	B. Trademark Reg. No
United Business Computers, Inc.	73653469	14660009
Distribution Data Management Systems, Inc.	74576148 73493390	1916301 1336445

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 OWNERSHIP, WHICH MERGES:

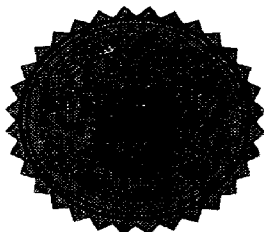
"DISTRIBUTION DATA MANAGEMENT SYSTEMS, INC.", A TEXAS CORPORATION,

"OFFICE PRODUCTS UPDATE SERVICE, INC.", A TEXAS CORPORATION,

"UNITED BUSINESS COMPUTERS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ECOMMERCE INDUSTRIES, INC." UNDER THE NAME OF "ECOMMERCE INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003, AT 5:19 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3052290 8100M

AUTHENTICATION: 2851123

030848558

DATE: 01-06-04

TRADEMARK

REEL: 002920 FRAME: 0481

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**UNITED BUSINESS COMPUTERS, INC.,
DISTRIBUTION DATA MANAGEMENT SYSTEMS, INC.,
AND
OFFICE PRODUCTS UPDATE SERVICE, INC.,
INTO**

ECOMMERCE INDUSTRIES, INC.

eCommerce Industries, Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), under and in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "*DGCL*"), does hereby certify:

FIRST: The Corporation was incorporated pursuant to the DGCL on June 4, 1999.

SECOND: The Corporation owns 100% of the outstanding shares of each class of capital stock of United Business Computers, Inc., which was incorporated in Delaware pursuant to the DGCL on May 16, 2000 under the name "ICE1 Acquisition, Inc." ("*UBC*"), Distribution Data Management Systems, Inc., which was incorporated in Texas pursuant to the Texas Business Corporation Act ("*TBCA*") on May 10, 1980 ("*DDMS*"), and Office Products Update Service, Inc., which was incorporated in Texas pursuant to the TBCA on June 1, 1990 ("*OPUS*").

THIRD: The Board of Directors of the Corporation (the "*Board*") has authorized and approved the merger of UBC, DDMS and OPUS with and into the Corporation (the "*Merger*") pursuant to resolutions duly adopted at a meeting of the Board dated December 19, 2003 and filed with the minutes of the Board. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof. A true and correct copy of such resolutions are attached hereto as Exhibit A.

FIFTH: The Corporation shall be the surviving corporation in the Merger (the "*Surviving Corporation*").

SIXTH: The Merger shall be effective on December 31, 2003.

SEVENTH: The Certificate of Incorporation of the Corporation, as amended and in effect on the date hereof, shall be the Certificate of Incorporation of the Surviving Corporation.

[Signature Page Follows]

011329-0100-261-002.01

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:55 PM 12/31/2003
FILED 05:19 PM 12/31/2003
SRV 030848558 - 3052290 FILE

TRADEMARK
REEL: 002920 FRAME: 0482

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger on behalf of the Corporation on December 30, 2003.

eCommerce Industries, Inc.

By: 

Name: Donald E. Clarke

Title: Executive Vice President and
Chief Financial Officer

001323.0100:201402-01

EXHIBIT A
RESOLUTIONS OF THE BOARD OF DIRECTORS

See Attached

011925.0100:361402.01

**BOARD RESOLUTIONS
OF
ECOMMERCE INDUSTRIES, INC.**

SHORT FORM MERGER OF CERTAIN SUBSIDIARIES INTO THE CORPORATION

WHEREAS, eCommerce Industries, a Delaware corporation (the "Corporation") is the legal and sole beneficial owner of each share of the outstanding capital stock of Distribution Data Management Systems, Inc., a Texas corporation, Office Products Update Service, Inc., a Texas corporation, and United Business Computers, Inc., a Delaware corporation, (each referred to herein as a "Subsidiary"); and

WHEREAS, the Board has determined it to be advisable and in the best interests of the Corporation and its stockholders to merge each Subsidiary with and into the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the corporation, be, and each of them hereby is, authorized and empowered to cause each Subsidiary, as a wholly owned subsidiary of the Corporation under and pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), to be merged with and into the Corporation (the "Merger") with the Corporation being the surviving corporation (the "Surviving Corporation") in the Merger; that, in connection with the Merger, the Surviving Corporation shall assume all of the liabilities and obligations of such Subsidiary; that, from and after the effective time of the Merger, the Certificate of Incorporation, as amended and currently in effect, of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation, the Bylaws, as amended and currently in effect, of the Corporation shall be the Bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of the Surviving Corporation, the outstanding common stock and other securities of the Corporation shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding common stock of such Subsidiary shall be canceled;

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause the same to be filed with the Secretary of State of the State of Delaware pursuant to Sections 103 and 253 of the DGCL, with the Merger to be effective at the time stated in such Certificate of Ownership and Merger; and

FURTHER RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed any and all documents and to take any and all actions with federal, state, local and foreign authorities, as they or any of them may deem necessary or appropriate to effect the Merger contemplated by the foregoing resolutions and to carry out fully the purpose and intent of such resolutions.

I certified that the above minutes duly represent an extract of the Board of Director's Meeting held on December 19, 2003.

Martina W. Knes
Name: Martina W. Knes
Title: Secretary

011323.01-261403.01