

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/11/1997

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
NACT Telecommunications, Inc.		02/11/1997	CORPORATION: UTAH

**RECEIVING PARTY DATA**

Name:	NACT Telecommunications, Inc.
Street Address:	191 West 5200 North
City:	Provo
State/Country:	UTAH
Postal Code:	84604
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2171599	
Registration Number:	2051537	

**CORRESPONDENCE DATA**

Fax Number: (801)537-1799  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (801) 537-1700  
 Email: madson@mmlaw.com  
 Correspondent Name: Craig J. Madson  
 Address Line 1: 15 West South Temple, Suite 900  
 Address Line 4: Salt Lake City, UTAH 84101

NAME OF SUBMITTER:	Craig J. Madson
Signature:	/Craig J. Madson/
Date:	12/20/2004

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**OP \$65.00 2171599**

**Total Attachments: 14**

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Utah Div. of Corp. Comm. Code

## ARTICLES OF MERGER

OF

NACT TELECOMMUNICATIONS, INC.  
(A Utah Corporation)

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INTO

NACT TELECOMMUNICATIONS, INC.  
(A Delaware Corporation)

Pursuant to the provisions of the Utah Business Corporation Act (the "Act"), Section 16-10a-1104, NACT Telecommunications, Inc., a corporation organized under the laws of the State of Utah ("NACT Utah"), and owning 100% of each class of shares of NACT Telecommunications, Inc., a corporation organized under the laws of the State of Delaware ("NACT Delaware"), hereby executes the following articles of merger:

1. The plan of merger attached hereto as Exhibit A (the "Plan of Merger") was approved and adopted by the Board of Directors and the sole shareholder of NACT Utah on November 26, 1996.
2. The effective date of the merger is February 11, 1997, which date complies with Section 16-10a-1104(5) of the Act.
3. GST USA, Inc., the sole shareholder of NACT Utah, approved the Plan of Merger on November 26, 1996.
4. NACT Utah is the sole stockholder and parent of NACT Delaware; therefore, pursuant to Section 16-10a-1104(4) of the Act, a copy of the plan of merger was not required to be mailed to the sole shareholder.
5. The laws of the state of Delaware under which NACT Delaware is organized permit such merger.
6. The surviving corporation is to be governed by the laws of the State of Delaware and such surviving corporation hereby agrees that (a) The surviving corporation may be served with process in the State of Utah in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Utah which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Utah against the surviving corporation; (b) The director of the Division of Corporations and Commercial Code of the State of Utah shall be

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and hereby is irrevocably appointed as the agent of such surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is 382 East 720 South, Orem, Utah, 84058; (c) Such surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Utah which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Act with respect to the rights of the dissenting shareholders.

Dated: February 11, 1997

NACT TELECOMMUNICATIONS, INC.

By: A. Lindsay Wallace  
A. Lindsay Wallace, President and  
Chief Executive Officer

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**AGREEMENT AND PLAN OF MERGER  
OF NACT TELECOMMUNICATIONS, INC.  
A DELAWARE CORPORATION  
AND  
NACT TELECOMMUNICATIONS, INC.  
A UTAH CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated this 11th day of February, 1997 (the "Agreement") is between NACT Telecommunications, Inc., a Delaware corporation ("NACT Delaware") and NACT Telecommunications, Inc., a Utah corporation ("NACT Utah"). NACT Delaware and NACT Utah are sometimes referred to herein as the "Constituent Corporations."

**RECITALS**

A. NACT Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 35,000,000 shares, 25,000,000 of which are designated "Common Stock," \$0.01 par value (the "DE Common Stock"), and 10,000,000 of which are designated "Preferred Stock," \$0.01 par value. As of the date hereof, 1,000 shares of DE Common Stock are issued and outstanding, all of which are held by NACT Utah. No shares of Preferred Stock are issued or outstanding.

B. NACT Utah is a corporation duly organized and existing under the laws of the State of Utah and has an authorized capital of 10,000,000 shares, all of which are designated "Common Stock," no par value (the "UT Common Stock"). As of the date hereof, 6,113,712 shares of UT Common Stock are outstanding all of which were held by GST USA, Inc. ("GUS"). No shares of Preferred Stock are issued or outstanding.

C. The Board of Directors of NACT Utah has determined that, for the purpose of effecting the reincorporation of NACT Utah in the State of Delaware, it is advisable and in the best interests of NACT Utah that NACT Utah merge with and into NACT Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of NACT Delaware and NACT Utah have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, NACT Delaware and NACT Utah hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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## I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Utah Business Corporation Act, NACT Utah shall be merged with and into NACT Delaware (the "Merger"), the separate existence of NACT Utah shall cease and NACT Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be NACT Telecommunications, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective when each of the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Utah Business Corporation Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed Articles of Merger or an executed counterpart of this Agreement meeting the requirements of the Utah Business Corporation Act shall have been filed with the Secretary of State of the State of Utah.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of NACT Utah shall cease and NACT Delaware, as the surviving corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and NACT Utah's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of NACT Utah in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of NACT Utah in the same manner as if NACT Delaware had itself incurred them, all as more fully provided

under the applicable provisions of the Delaware General Corporation Law and the Utah Business Corporation Act.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

**2.1 Certificate of Incorporation.** The Certificate of Incorporation of NACT Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

**2.2 Bylaws.** The Bylaws of NACT Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

**2.3 Directors and Officers.** The directors and officers of NACT Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## III. MANNER OF CONVERSION OF STOCK

**3.1 UT Common Shares.** Upon the Effective Date of the Merger, each share of UT Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of DE Common Stock.

**3.2 NACT Utah Options.** Upon the Effective Date of the Merger, NACT Delaware shall assume and continue the stock option plans and all other employee benefit plans of NACT Utah. Each outstanding and unexercised option to purchase UT Common Stock shall become an option on the basis of one share of DE Common Stock for each share of UT Common Stock issuable pursuant to any such option on the same terms and conditions and at an exercise price per share equal to the exercise price per share applicable to any such UT Common Stock option at the Effective Date of the Merger. There are no options to purchase Preferred Stock of NACT Utah.

A number of shares of DE Common Stock shall be reserved for issuance upon the exercise of options, stock purchase rights and convertible securities equal to the number of shares of UT Common

Stock so reserved immediately prior to the Effective Date of the Merger.

3.3 DE Common Stock. Upon the Effective Date of the Merger, each share of DE Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by NACT Delaware, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.

3.4 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of UT Common Stock may, at such stockholder's option, surrender the same for cancellation to NACT Delaware, as exchange agent, and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of DE Common Stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of UT Common Stock shall be deemed for all purposes to represent the number of whole shares of DE Common Stock into which such shares of UT Common Stock were converted in the Merger.

The registered owner on the books and records of NACT Delaware of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to NACT Delaware, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of DE Common Stock represented by such outstanding certificate as provided above.

Each certificate representing DE Common Stock so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability the certificates of UT Common Stock so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of NACT Delaware in compliance with applicable laws.

If any certificate for shares of DE Common Stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to NACT Delaware any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of NACT Delaware that such tax has been paid or is not payable.



#### IV. GENERAL

4.1 Covenants of NACT Delaware. NACT Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of Utah and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 16-10a-1107 of the Utah Business Corporation Act.

(b) File any and all documents with the Utah Franchise Tax Board necessary for the assumption by NACT Delaware of all of the franchise tax liabilities of NACT Utah.

(c) Take such other actions as may be required by the Utah Business Corporation Act.

4.2 Further Assurances. From time to time, as and when required by NACT Delaware or by its successors or assigns, there shall be executed and delivered on behalf of NACT Utah such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by NACT Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of NACT Utah and otherwise to carry out the purposes of this Agreement, and the officers and directors of NACT Delaware are fully authorized in the name and on behalf of NACT Utah or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either NACT Utah or of NACT Delaware, or of both, notwithstanding the approval of this Agreement by the sole shareholder of NACT Utah or by the sole stockholder of NACT Delaware, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement or certificate in lieu thereof with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would

adversely affect the holders of any class or series of capital stock of either Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805, and The Prentice-Hall Corporation System, Inc. is the registered agent of NACT Delaware at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 720 South 328 East, Orem, Utah 84058 and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Utah Business Corporation Act.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of NACT Delaware and NACT Utah and the sole shareholder of NACT Utah, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized, under penalties of perjury, hereby declaring and certifying that this is my act and deed and the facts herein stated are true.

NACT TELECOMMUNICATIONS, INC.,  
a Delaware corporation

By: A. Lindsay Wallace  
A. Lindsay Wallace  
President and Chief Executive Officer

ATTEST:

Eric Gurr  
Eric Gurr, Secretary

NACT TELECOMMUNICATIONS, INC.  
a Utah corporation

By: A. Lindsay Wallace  
A. Lindsay Wallace  
President and Chief Executive Officer

ATTEST:

Eric Gurr  
Eric Gurr, Secretary

**CERTIFICATE OF SECRETARY**  
**NACT Telecommunications, Inc., a Delaware corporation**

The undersigned, Eric Gurr, Secretary of NACT Telecommunications, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Corporation and having been signed on behalf of NACT Telecommunications, Inc., a corporation of the State of Utah, was duly adopted by the Board of Directors of the Corporation, which Agreement and Plan of Merger was thereby adopted as the act of the Board of Directors of the Corporation, and constitutes the duly adopted agreement and act of the Corporation.

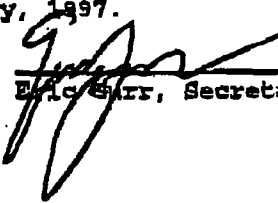
WITNESS my hand this 11th day of February, 1997.

  
Eric Gurr, Secretary

**CERTIFICATE OF SECRETARY**  
**NACT Telecommunications, Inc., a Utah corporation**

The undersigned, Eric Gurr, hereby certifies that he is the duly elected and acting Secretary of NACT Telecommunications, Inc., a Utah corporation ("NACT Utah"), and hereby certifies that the attached Agreement and Plan of Merger between NACT Telecommunications, Inc., a Delaware corporation, and NACT Utah was duly approved by the sole shareholder and Board of Directors of NACT Utah on November 26, 1996.

IN WITNESS WHEREOF, the undersigned has hereto subscribed his name this 11th day of February, 1997.

  
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Eric Gurr, Secretary

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Utah Div. of Corp. & Comm. Code

State of Delaware

Office of the Secretary of State

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Utah Div. of Corp. Comm. Code

I, EDWARD J. FREEL, 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:

(B/S)

'NACT TELECOMMUNICATIONS, INC.', A UTAH CORPORATION,

WITH AND INTO 'NACT TELECOMMUNICATIONS, INC.' UNDER THE NAME OF 'NACT TELECOMMUNICATIONS, INC.', A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF FEBRUARY, A.D. 1997, AT 9 O'CLOCK A.M.

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

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been duly approved on this 13 day of FEB 1997 in the Office of this Division and hereby issue this Certificate thereof.

Examiner

KS

Date

2/19/97



Karla S. Woods

KARLA T. WOODS  
Division Director

EXPEDITE



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8331658

DATE:

02-13-97

D&S WAREHOUSE

Feb. 14, 1997 11:22AM

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Utah Div. of Corp. Comm. Code~~

**CERTIFICATE OF MERGER**

**OF**

**NACT TELECOMMUNICATIONS, INC.**  
(a Utah corporation)

CO# 09632

~~RECEIVED  
FEB 13 1997  
Utah Div. of Corp. & Comm. Code~~

**INTO**

**NACT TELECOMMUNICATIONS, INC.**  
(a Delaware corporation)

**UNDER SECTION 252 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
NACT Telecommunications, Inc.	Utah
NACT Telecommunications, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger dated February 11, 1997, between the parties to the merger, setting forth the terms and conditions of the merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is NACT Telecommunications, Inc., a Delaware corporation ("NACT Delaware").

**FOURTH:** That the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of NACT Delaware.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 382 East 720 South, Orem, Utah 84058.

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SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of MACT Telecommunications, INC., a Utah corporation, consists of 10,000,000 shares of Common Stock, no par value.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 11th day of February, 1997.

MACT TELECOMMUNICATIONS, INC., a Delaware Corporation

By: A. Lindsay Wallace  
A. Lindsay Wallace  
President and Chief Executive Officer

ATTEST:

By: [Signature]  
[Signature], Secretary

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TOTAL P.03

No. 0654 P. 4/4

FEB. 14. 1997 11:22AM D&S WAREHOUSE

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