

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Linux Networx, Inc.		11/01/2004	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	Linux Networx Delaware, Inc.
Street Address:	14944 Pony Express Road
City:	Bluffdale
State/Country:	UTAH
Postal Code:	84065
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2896522	LINUX NETWORX

CORRESPONDENCE DATA

Fax Number: (801)532-7750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 8015327840
 Email: susana@pwlaw.com
 Correspondent Name: Susan Allen
 Address Line 1: 185 South State Street, Suite 1300
 Address Line 4: Salt Lake City, UTAH 84111

NAME OF SUBMITTER:	Susan Allen
Signature:	/Susan Allen/
Date:	02/24/2005

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Total Attachments: 9

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MERGER

RECEIVED

NOV 01 2004

Utah Div. Of Corp. & Comm. Code

ARTICLES OF MERGER

OF

LINUX NETWORKX, INC.

WITH AND INTO


LINUX NETWORKX DELAWARE, INC.

EXPEDITE

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

I hereby certify that the foregoing has been filed
 And approved on this 21 day of Nov 20 2004
 in this office of this Division and hereby issued.

Examiner: *[Signature]* 11-02-04
Kathy Berg
 Kathy Berg
 Division Director



Pursuant to the provisions of Section 16-10a-1101, et seq., of the Utah Revised Business Corporation Act (the "Act"), Linux Networkx, Inc., a Utah corporation (the "Company"), hereby executes the following Articles of Merger:

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Agreement and Plan of Merger dated November 1, 2004 (the "Plan of Merger"), which sets forth the terms of the merger (the "Merger") of the Company with and into Linux Networkx Delaware, Inc., a Delaware corporation ("Linux Delaware").

2. Immediately prior to the Merger, the Company owned at least 90% of the outstanding shares of each class of stock of Linux Delaware.

3. Pursuant to the provisions of Section 16-10a-1104 of the Act, a vote of the shareholders of Linux Delaware is not required with respect to the Merger.

4. The designation and number of outstanding shares, and number of votes entitled to be cast by each voting group of the Company entitled to vote separately on the Plan of Merger is as follows:

Designation	No. of Outstanding Shares	No. of Votes Entitled to be Cast
Series A Preferred	3,462,118	69,242,360
Common Stock	6,590,043	6,590,043

5. The total number of votes cast for and against the Plan of Merger by each voting group of the Company entitled to vote separately on the Plan of Merger is as follows:

Designation	No. of Votes Cast For	No. of Votes Cast Against
Series A Preferred	68,988,240	-0-
Common Stock	4,984,000	-0-

6. The number of votes cast in favor of the Plan of Merger by each voting group of the Company entitled to vote separately was sufficient for approval by that voting group.

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Date: 11/01/2004

Receipt Number: 1262327

Amount: TRADEMARK

REEL: 003034 FRAME: 0198

7. The effective date of the Merger shall be the date that these Articles of Merger are filed by the Utah Department of Commerce, Division of Corporations and Commercial Code (the "Effective Date"). The Effective Date complies with Subsection 16-10a-1104(5) of the Act.

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EXECUTED as of ~~October~~ ^{November} 1, 2004

LINUX NETWORKX DELAWARE, INC.,
a Delaware corporation

By: Michael B. Malan
Michael B. Malan, Secretary and Treasurer

EXHIBIT A
PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER AND REORGANIZATION

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION (this "Agreement") is entered into as of November 1, 2004, by and among Linux Networx, Inc., a Utah corporation (the "Company"), and its wholly-owned subsidiary, Linux Networx Delaware, Inc., a Delaware corporation ("Linux Delaware").

RECITALS

A. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah.

B. Linux Delaware is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Delaware.

C. The Company owns all of the issued and outstanding shares of stock of Linux Delaware.

D. The Board of Directors and shareholders of the Company deem it to be advisable for good and valid business reasons and for the mutual benefit of the Company and Linux Delaware that the Company be merged with and into Linux Delaware (the "Merger") as a statutory merger upon the terms and subject to the conditions set forth herein and in accordance with the Utah Revised Business Corporation Act (the "Act") and the General Corporation Law of the State of Delaware (the "Law").

E. The Board of Directors and the shareholders of the Company have approved this Agreement.

F. It is the intention of the parties hereto that for United States federal income tax purposes, the Merger qualify as a reorganization under Section 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended, and that this Agreement constitute a Plan of Reorganization within the meaning of Treasury Regulation Section 1.368-2(g).

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as hereinafter defined), in accordance with Section 16-10a-1104 of the Act and in accordance with Section 253 of the Law, the Company shall be merged with and into Linux Delaware, the separate existence of the Company shall cease, and Linux Delaware shall continue as the surviving corporation under the new corporate name of "Linux Networx, Inc." (The Company and Linux Delaware are herein sometimes referred to as the "Constituent Corporations," and Linux Delaware, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "Surviving Corporation.")

2. Effective Time. The Merger shall become effective on the date and at the time of the later of (the “Effective Time”) (a) the filing of Articles of Merger with the Utah Department of Commerce, Division of Corporations and Commercial Code and (b) the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

3. Effect of the Merger. At the Effective Time, the Merger shall have the effects provided for in Section 16-10a-1106 of the Act and the effects provided for in the Law and the Surviving Corporation shall succeed, without other transfer, to all of the assets and property (whether real, personal or mixed), rights, privileges, franchises, immunities and powers of the Company, and shall assume and be subject to all of the duties, liabilities, obligations and restrictions of every kind and description of the Company, including, without limitation, all outstanding indebtedness of the Company and any obligations the Company may have to shareholders properly exercising dissenters’ rights.

4. Certificate of Incorporation and Bylaws; Directors and Officers.

(a) The Amended and Restated Certificate of Incorporation and Bylaws of Linux Delaware, as in effect immediately prior to the Effective Time, shall, except as amended as hereinafter provided, be the Certificate of Incorporation and Bylaws of the Surviving Corporation at the Effective Time and shall thereafter continue to be its Certificate of Incorporation and Bylaws until amended as provided therein and under applicable law.

(b) Article I of the Amended and Restated Certificate of Incorporation of Linux Delaware shall be hereby amended and restated in its entirety effective as of the Effective Time to read as follows:

The name of this corporation is Linux Networx, Inc. (the “Corporation”).

(c) The directors of Linux Delaware as of the Effective Time shall be the directors of the Surviving Corporation at the Effective Time.

(d) The officers of Linux Delaware as of the Effective Time shall be the officers of the Surviving Corporation at the Effective Time.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of the Company, Linux Delaware or the shareholders of the Company or Linux Delaware, (a) all of the shares of common stock of Linux Delaware issued and outstanding immediately prior to the Effective Time shall be cancelled, (b) each share of common stock, par value \$.005 per share, of the Company (the “Company Common Stock”) issued and outstanding immediately prior to the Effective Time (other than shares (“Dissenting Common Shares”) that are owned by stockholders (“Dissenting Common Stockholders”) properly exercising dissenters’ rights pursuant to Part 13 of the Act), shall automatically be converted into one share of the common stock, par value \$.001 per share, of the Surviving Corporation (the “Delaware Common Stock”), (c) each share of Series A Preferred Stock, par value \$.005 per share, of the Company (the “Company

Preferred Stock”) issued and outstanding immediately prior to the Effective Time (other than shares (the “Dissenting Preferred Shares” and together with the Dissenting Common Shares, collectively, the “Dissenting Shares”) that are owned by stockholders (“Dissenting Preferred Stockholders” and together with the Dissenting Common Stockholders, collectively, the “Dissenting Stockholders”) properly exercising dissenters’ rights pursuant to Part 13 of the Act), shall automatically be converted into twenty (20) shares of the Series A Preferred Stock, par value \$.001 per share, of the Surviving Corporation (the “Delaware Preferred Stock”), and (d) each option, warrant or convertible note of the Company issued and outstanding immediately prior to the Effective Time shall be (i) converted into and shall be an identical security of Linux Delaware, representing the right to acquire the same number of shares of Delaware Common Stock and Delaware Preferred Stock as the number of shares of Company Common Stock and Company Preferred Stock, respectively, that were acquirable pursuant to such option, warrant or convertible note immediately prior to the Effective Time.

6. Dissenters’ Rights. No Dissenting Stockholder shall be entitled to shares of Delaware Common Stock or Delaware Preferred Stock under this Agreement unless and until the holder thereof shall have failed to perfect or shall have effectively withdrawn or lost such holder’s right to dissent from the Merger under the Act, and any Dissenting Stockholder shall be entitled to receive only the payment provided by Part 13 of the Act with respect to Dissenting Shares owned by such Dissenting Stockholder. If any person or entity who otherwise would be deemed a Dissenting Stockholder shall have failed to properly perfect or shall have effectively withdrawn or lost the right to dissent with respect to any shares which would be Dissenting Shares but for that failure to perfect or withdrawal or loss of the right to dissent, such Dissenting Shares shall thereupon be treated as though such Dissenting Shares had been converted into shares of Delaware Common Stock or Delaware Preferred Stock, as applicable, pursuant to Section 5 hereof.

7. Certificates. At and after the Effective Time, all of the outstanding certificates which immediately prior thereto represented shares of Company Common Stock, Company Preferred Stock, or options, warrants or convertible notes of the Company (other than Dissenting Shares) shall be deemed for all purposes to evidence ownership of the full number of shares of the respective Delaware Common Stock, Delaware Preferred Stock, or options, warrants or convertible notes of the Surviving Corporation, into which the shares of Company Common Stock, Company Preferred Stock, or options, warrants or convertible notes of the Company represented by such certificates have been converted as herein provided and shall be so registered on the books and records of the Surviving Corporation. The registered owner of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Surviving Corporation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to the shares of Delaware Common Stock, Delaware Preferred Stock or options, warrants or convertible notes of the Surviving Corporation, as the case may be, evidenced by such outstanding certificate, as above provided. Each holder of an outstanding certificate or certificates which prior thereto represented shares of Company Common Stock or Company Preferred Stock shall, upon surrender to the Company of such certificate or certificates, be entitled to a certificate or certificates representing the number of full shares of Delaware Common Stock or Delaware Preferred Stock into which the shares theretofore represented by a certificate or certificates so surrendered shall have been converted.

8. Termination or Abandonment. This Agreement may be terminated and the Merger abandoned by the written consent of both parties at any time prior to the Effective Time.

9. Other Provisions.

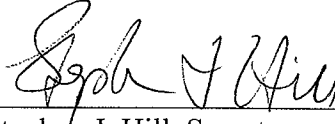
(a) Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Act.

(b) Counterpart Signature Pages. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

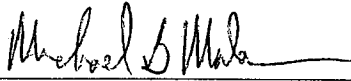
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IN WITNESS WHEREOF, the parties have executed this Agreement by their duly authorized officers as of the date first above written.

LINUX NETWORKX, INC.,
a Utah corporation

By: 
Stephen J. Hill, Secretary

LINUX NETWORKX DELAWARE, INC.,
a Delaware corporation

By: 
Michael B. Malan, Secretary and Treasurer

Signature Page to Agreement and Plan of Merger and Reorganization