

03-09-2005



102955980

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

MERCE  
Office

3-3-05

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**  
eDial, Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State (Delaware)  
 Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_  
 Execution Date(s) September 16, 2004

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**  Yes  
 Additional names, addresses, or citizenship attached?  No

Name: Alcatel USA Marketing, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 3400 West Plano Parkway  
 City: Plano  
 State: Texas  
 Country: USA Zip: 75075

Association Citizenship \_\_\_\_\_  
 General Partnership Citizenship \_\_\_\_\_  
 Limited Partnership Citizenship \_\_\_\_\_  
 Corporation Citizenship Delaware  
 Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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)

**3. Nature of conveyance:**

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
76/444081

B. Trademark Registration No.(s)  
2,768,380

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

Mark: AUDIOPRESENTER - Filed: August 23, 2002  
 Mark: EDIAL - Registration Date: September 23, 2003

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

Name: Susan Neuberger Weller, Esq.  
 Internal Address: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.  
 Street Address: 12010 Sunset Hills Road, Suite 900  
 City: Reston  
 State: Virginia Zip: 20190  
 Phone Number: \_\_\_\_\_  
 Fax Number: \_\_\_\_\_  
 Email Address: \_\_\_\_\_

**6. Total number of applications and registrations involved:** 2

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00**

Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
 Expiration Date \_\_\_\_\_

b. Deposit Account Number 50-0311  
 Authorized User Name Susan Weller

**9. Signature:** *Susan Neuberger Weller* March 3, 2005  
 Signature Date  
Susan Neuberger Weller, Esq.  
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

03/07/2005 BYRNE 00000006 76444081 Name of Person Signing

Documents recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01 FC:8521  
02 FC:8522

# Delaware

PAGE 1

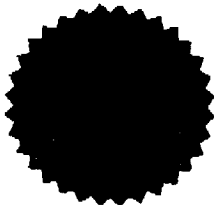
*The First State*

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:

"EDIAL, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ALCATEL USA MARKETING, INC." UNDER THE NAME OF "ALCATEL USA MARKETING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2004, AT 8:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2004, AT 12:01 O'CLOCK A.M.

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



2056039 8100M

040672903

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3358688

DATE: 09-17-04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:48 PM 09/16/2004  
FILED 08:48 PM 09/16/2004  
SRV 040672903 - 2056039 FILE

**CERTIFICATE OF MERGER  
MERGING  
EDIAL, INC.  
INTO  
ALCATEL USA MARKETING, INC.**

Alcatel USA Marketing, Inc., a corporation organized under the laws of the State of Delaware (the "Surviving Corporation"), pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

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

Name	State of Incorporation
eDial, Inc.	Delaware
Alcatel USA Marketing, Inc.	Delaware

2. An Agreement of Merger, dated as of September 16, 2004 (the "Agreement of Merger"), between the constituent corporations, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 and all other applicable provisions of the DGCL.

3. The name of the Surviving Corporation is Alcatel USA Marketing, Inc.

4. The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of the Surviving Corporation.

5. The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

3400 West Plano Parkway  
Plano, Texas 75075

6. 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.

This Certificate of Merger shall become effective at 12:01 a.m. EDT on September 17, 2004.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Surviving Corporation on September 16, 2004.

ALCATEL USA MARKETING, INC.

By: 

\_\_\_\_\_  
Steven Sherman, Senior Vice President and  
Chief Financial Officer