

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/26/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Netspoke, Inc.		10/26/2000	CORPORATION: MASSACHUSETTS

**RECEIVING PARTY DATA**

Name:	Netspoke, Inc.
Street Address:	3399 Peachtree Road, N.E.
Internal Address:	The Lenox Building, Suite 700
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30326
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Serial Number:	76009069	NETSPOKE
Serial Number:	78010953	MEET VIRTUALLY ANYWHERE
Registration Number:	2928561	NETSPOKE
Registration Number:	2618269	PRESENT EXPRESS

**CORRESPONDENCE DATA**

Fax Number: (404)815-6555  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 4048156500  
 Email: tadmin@kilpatrickstockton.com  
 Correspondent Name: William H. Brewster  
 Address Line 1: 1100 Peachtree Street  
 Address Line 2: Suite 2800

OP \$115.00 76009069

Address Line 4: Atlanta, GEORGIA 30309

NAME OF SUBMITTER: Valetta A. Northcutt

Signature: /valetta northcutt/

Date: 09/28/2005

**Total Attachments: 7**

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NETSPOKE, INC.  
(a Massachusetts corporation)

INTO

NETSPOKE, INC.  
(a Delaware corporation)  
\*\*\*\*\*

Netspoke, Inc., a corporation organized and existing under the laws of the State of Massachusetts, ("Old Netspoke"), DOES HEREBY CERTIFY:

FIRST: Old Netspoke was incorporated on March 16, 1999, pursuant to the Massachusetts Business Corporation Law.

SECOND: Old Netspoke owns all the outstanding shares of stock of Netspoke, Inc., a corporation incorporated on October 25, 2000, pursuant to the General Corporation Law of the State of Delaware ("New Netspoke").

THIRD: That the directors of Old Netspoke by the following resolutions which were duly adopted by its Board of Directors by written consent dated October 26, 2000, said resolutions filed with the Minutes of the Board, determined to merge Old Netspoke into New Netspoke:

RESOLVED: That the Agreement and Plan of Merger (the "Agreement and Plan of Merger") by and between this corporation and New Netspoke in the form attached hereto as Exhibit A be and hereby is approved in all respects; and further

RESOLVED: That the Agreement and Plan of Merger be submitted to the stockholders of this corporation for approval; and, further

RESOLVED: That the Board of Directors of this corporation hereby recommends that the Agreement and Plan of Merger be approved by the stockholders of this corporation; and, further

RESOLVED: That, upon the approval of the Agreement and Plan of Merger by the stockholders of this corporation, Scott D'Entremont, President of this corporation and Eric Murray, Treasurer of this corporation, be and hereby are authorized and directed to execute and deliver for and on behalf of this corporation, the Agreement and Plan of Merger; and, further

RESOLVED: That, upon approval of the Agreement and Plan of Merger by the stockholders of this corporation, this corporation be and hereby is merged into New Netspoke effective immediately upon the filing of a Certificate of Ownership and Merger with the State of Delaware (the "Effective Time"); and, further

RESOLVED: That the terms and conditions of the above mentioned merger be and hereby are as follows:

- (a) the Certificate of Incorporation of New Netspoke shall be the Certificate of Incorporation of the surviving corporation as the same shall be in effect on the Effective Time;
- (b) the existing Bylaws of New Netspoke will be the Bylaws of the surviving corporation and will continue in full force and effect until altered and amended as therein provided under the authority of the laws of the State of Delaware;
- (c) the Directors and Officers of New Netspoke, upon the Effective Time, shall constitute the members of the Board of Directors and Officers of the surviving corporation, all of whom shall hold their Directorships and Offices until election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws and Certificate of Incorporation of the surviving corporation;
- (d) each share of common stock of this corporation outstanding on the Effective Time and all rights in respect thereto shall forthwith upon such Effective Time, be converted into three thousand five hundred (3,500) shares of common stock of New Netspoke;
- (e) each share of New Netspoke common stock held by this corporation immediately before the Effective Time shall by virtue of the merger and upon the Effective Time cease to exist and certificates representing such shares shall be cancelled;
- (f) at any time before the Effective Time, the Agreement and Plan of Merger may be abandoned for any reason by the Board of Directors of this corporation or New Netspoke, or both notwithstanding approval of the Agreement and Plan of Merger by the stockholders of this corporation or New Netspoke, or both; and

(g) as permitted by applicable law, the Boards of Directors of this corporation or New Netspoke may amend, modify or supplement the Agreement and Plan of Merger or waive any provisions thereof, in such manner as may be agreed upon by the parties in writing; provided, however that no such amendment shall affect the rights of the stockholders of this corporation in a manner in which in the judgement of the Board of Directors of this corporation is materially adverse to the stockholders of this corporation.

RESOLVED: That Scott D'Entremont, President of this corporation, and Eric Murray, Treasurer of this corporation, be and they hereby are authorized and directed to make and execute Articles of Merger pursuant to the provisions of the Massachusetts Business Corporation Law and to file said Articles with the office of the Secretary of State of Massachusetts and to make and execute a Certificate of Ownership and Merger pursuant to Section 253 of the General Corporation Law of the State of Delaware and to file said Certificate with the Secretary of State of Delaware and to do all acts and things whatsoever, whether within or without the Commonwealth of Massachusetts and/or the State of Delaware, which may be in any way necessary or proper to effect said merger.

FOURTH: The proposed merger of Old Netspoke into New Netspoke has been adopted, approved, certified, executed and acknowledged by Old Netspoke in accordance with the laws of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, said Old Netspoke has caused this Certificate to be signed by Scott D'Entremont, its President, this 26<sup>th</sup> day of October, 2000.

Netspoke, Inc.  
a Massachusetts corporation

By   
Scott D'Entremont, President

**AGREEMENT AND PLAN OF MERGER**

**OF**

**Netspoke, Inc.,  
a Massachusetts corporation**

**and**

**Netspoke, Inc.,  
a Delaware corporation**

Agreement and Plan of Merger, dated as of October 26, 2000 between Netspoke, Inc., a Massachusetts corporation ("Old Netspoke") and Netspoke, Inc., a Delaware corporation ("New Netspoke").

WHEREAS, the respective Boards of Directors of Old Netspoke and New Netspoke (a) have determined that it is advisable and to the advantage of said corporations that Old Netspoke merge with and into New Netspoke upon the terms and conditions herein provided, (b) have approved and adopted this Agreement and Plan of Merger and (c) have directed that this Agreement and Plan of Merger be submitted to a vote of the respective stockholders of Old Netspoke and New Netspoke; and

WHEREAS, said stockholders have approved this Agreement and Plan of Merger.

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

**1. MERGER**

1.1 Merger. In accordance with the provisions of this Agreement and Plan of Merger and the Delaware General Corporation Law, Old Netspoke shall be merged (the "Merger") with and into New Netspoke and New Netspoke shall be the surviving corporation after the Merger (the "Surviving Corporation").

1.2 Filing and Effectiveness. The Merger shall become effective on such date and at such time that an executed counterpart of this Agreement and Plan of Merger, or in lieu thereof, a Certificate of Ownership and Merger, along with any other certificates required by the Delaware General Corporation Law, shall have been filed with the Secretary of State of the State of Delaware in accordance with the applicable laws of said State.

The date and time when the Merger shall become legally effective is herein called the "Effective Time".

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1.3 Certificate of Incorporation. The Certificate of Incorporation of New Netspoke as in effect at the Effective Time shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

1.4 Bylaws. The Bylaws of New Netspoke as in effect at the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation.

1.5 Directors. The Directors of the Surviving Corporation at the Effective Time shall be: Scott D'Entremont, Marc Ginsburg and Eric Murray.

1.6 Officers. The Executive Officers of the Surviving Corporation at the Effective Time shall be:

<u>Position</u>	<u>Name</u>
President	Scott D'Entremont
Treasurer	Eric Murray
Secretary	Eric Murray

1.7 Effect of Merger. At the Effective Time, the separate existence of Old Netspoke shall cease and New Netspoke, as the Surviving Corporation, shall (i) continue to possess all of its rights and property as constituted immediately prior to the Effective Time and shall succeed, without other transfer, to all of the rights and property of Old Netspoke and (ii) continue to be subject to all of the debts and liabilities of Old Netspoke in the same manner as if New Netspoke had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law.

2. MANNER OF CONVERSION OF STOCK

2.1 Conversion. As of the Effective Time, by virtue of the Merger and without any action by the holders of shares of Old Netspoke Common Stock or the Surviving Corporation (a) each share of common stock of Old Netspoke issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holders thereof, be converted into and represent the right to receive three thousand five hundred (3,500) shares of newly issued and unregistered shares of New Netspoke Common Stock, and (b) each share of New Netspoke Common Stock issued and outstanding immediately prior to the Effective Time, shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and certificates representing such shares shall be cancelled.

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3. GENERAL

3.1 Amendment or Waiver. As permitted by applicable law, the parties hereto by mutual consent of their respective Boards of Directors may amend, modify or supplement this Agreement and Plan of Merger, or waive any provisions thereof, in such manner as may be agreed upon by the parties in writing at any time; provided, however, that no such amendment, modification, supplement or waiver shall affect the rights of stockholders of Old Netspoke in a manner which, in the judgement of the Board of Directors of Old Netspoke, is materially adverse to the stockholders of Old Netspoke.

3.2 Abandonment. At any time before the Effective Time, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Old Netspoke or New Netspoke or both, notwithstanding approval of this Agreement by the stockholders of Old Netspoke or the sole stockholder of New Netspoke or both.

3.3 Conditions of Merger. The Merger will be subject to the unanimous adoption and approval of this Agreement and Plan of Merger by the stockholders of each of Old Netspoke and New Netspoke in accordance with the requirements of the Delaware General Corporation Law and the Massachusetts Business Corporation Law.

3.4 Registered Office. The registered office of the surviving Corporation in the State of Delaware is located at 1209 Orange Street, City of Wilmington, County of New Castle (zip code 19801); and the name of the registered agent of the Surviving Corporation in the State of Delaware at such address is The Corporation Trust Company.

3.5 Agreement. Executed copies of this Agreement and Plan of Merger will be on file at the principal place of business of the Surviving Corporation, 38 Montvale Avenue, Suite 180, Stoneham, MA 02180 and copies thereof will be furnished to any stockholder of each of Old Netspoke and New Netspoke, upon request and without cost.

3.6 Governing Law. This Agreement and Plan of merger shall in all respects be construed, interpreted and enforced in accordance with and governed by the law of the State of Delaware.

3.7 Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, if filed, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.




Agreement and Plan of Merger - Signature Page


IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolution of the Boards of Directors of each of Old Netspoke and New Netspoke, and by vote of the stockholders of each of Old Netspoke and New Netspoke, is hereby executed on behalf of each of said corporations by their respective officers thereunto duly authorized.

Netspoke, Inc.  
a Massachusetts corporation

By:   
Scott D'Entremont, President

By:   
Eric Murray, Treasurer

Netspoke, Inc.,  
a Delaware corporation

By:   
Scott D'Entremont, President

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