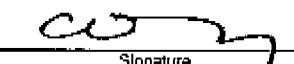


RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party: USA.NET, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-Colorado <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership: <input type="checkbox"/> Other: Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> yes <input type="checkbox"/> no	2. Name and address of receiving party(ies) Name: USA.NET, Inc. 1155 Kelly Johnson Blvd. Colorado Springs, CO 80920 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation Delaware <input type="checkbox"/> Other If assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> yes <input type="checkbox"/> no (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> yes <input checked="" type="checkbox"/> no	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: March 14, 1997	4. Application number(s) or registration numbers: A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,211,431 Additional number(s) attached <input type="checkbox"/> yes <input checked="" type="checkbox"/> no	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Christopher Kelly Internal Address Street Address: Wiley Rein & Fielding, LLP 1778 K Street, N.W. City: Washington State DC Zip 20008	6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) _____ \$ 40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 501129 (Attached 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. <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;"> <u>Christopher Kelly</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>8/8/05</u> Date </div> </div>		
Total number of pages including cover sheet, attachments, and document: 1 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box 440898 Washington, DC 20531		

CH \$40.00 501129 2211491

ARTICLES OF MERGER
OF

USA.NET, INC.
(a Colorado corporation)
AND
USA.NET, INC.
(a Delaware corporation)

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\$ 85.00
SECRETARY OF STATE
03-14-97 11:59:04

The undersigned corporation, pursuant to Section 7-111-105 of the Colorado Business Corporations Act, hereby execute the following articles of Merger.

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the laws of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
USA.NET, Inc. ("USA.NET-Colorado")	Colorado
USA.NET, Inc. ("USA.NET-Delaware")	Delaware

ARTICLE TWO

The laws of the State under which such foreign corporation is organized permits such merger.

ARTICLE THREE

The name of the surviving corporation shall be "USA.NET, Inc." The surviving corporation shall be governed by the laws of the State of Delaware having its principal office address at 102 S Tejon, Suite 220, Colorado Springs, Colorado 80903.

ARTICLE FOUR

The Agreement and Plan of Merger is attached hereto as *Exhibit A*.

ARTICLE FIVE

The Agreement and Plan of Merger has been duly approved by the required vote of shareholders of USA.NET-Colorado in accordance with the Articles of Incorporation of USA.NET-Colorado, as amended, and Section 7-111-103 of the Colorado Business Corporations Act. The total number of outstanding shares of the corporation is 1,076,232. The number of shares voting in favor of the Agreement and Plan of Merger equaled or exceeded the vote required. The percentage vote required was more than a majority.

ARTICLE SIX

Immediately prior to the merger, USA.NET-Colorado (the parent corporation) owned at least ninety percent of the outstanding shares of each class of USA.NET-Delaware (the subsidiary corporation).

ARTICLE SEVEN

All provisions of the law of the State of Delaware and the State of Colorado applicable to the proposed merger have been complied with.

ARTICLE EIGHT

These Articles of Merger shall be effective upon filing this on March 14, 1997. This effective date complies with Section 7-111-104(5) of the Colorado Business Corporations Act.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary, as of the 14th day of March, 1997.

USA.NET, INC.
a Colorado corporation

By: 

John Street,
Chairman of the Board,
Chief Executive Officer and
President

By: 

Mary Beazley, Secretary

USA.NET, INC.
a Delaware corporation

By: 

John Street,
Chairman of the Board,
Chief Executive Officer and
President

By: 

Mary Beazley, Secretary