

AUG 4 2005

08-10-2005

Form PTO-1594 (Rev. 07/05)
MB Collection-0651-0027 (exp. 6/30/2008)



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RECORDATION FORM COVER

TRADEMARKS ONLY

103059053

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):
 Manchester Technologies, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: New York
 Other _____
 Citizenship (see guidelines) _____
 Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
 Additional names, addresses, or citizenship attached? Yes No
 Name: Electrograph Technologies, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 50 Marcus Boulevard
 City: Hauppauge
 State: New York
 Country: USA Zip: 11788
 Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship New York
 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 /Execution Date(s):
 Execution date(s) August 1, 2005
 Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or deposition of the Trademark.
 A. Trademark Application No.(s)
 See attached
 B. Trademark Registration No.(s)
 See attached
 Additional sheet(s) attached? Yes No

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

5. Name & Address of party to whom correspondence concerning document should be mailed:
 Name: Carolyn Casselman, Esq.
 Internal Address: c/o Paul, Weiss, Rifkind, Wharton & Garrison LLP
 Street Address: 1285 Avenue of the Americas
 City: New York
 State: NY Zip: 10019-6064
 Phone Number: (212) 373-3757
 Fax Number: (212) 492-0757
 Email Address: ccasselman@paulweiss.com

6. Total number of applications and registrations involved: 23
7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 590.00
 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 _____
 Authorized User Name _____

9. Signature Carolyn Casselman 8/2/05
 Signature Date
 Carolyn Casselman, Esq.

 Name of Person Signing
 Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

08/09/2005 JJALLAN2 00000004 2290243

01 FC:8521
02 FC:8522

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550.00 OP

TRADEMARKS

<u>Trademark</u>	<u>Registration No.</u>
1. MANCHESTER THE ANSWER AND DESIGN	2,290,243
2. MANCHESTER THE ANSWER AND DESIGN	2,278,177
3. MANCHESTER THE ANSWER AND DESIGN	2,276,175
4. MANCHESTER THE ANSWER AND DESIGN	2,274,548
5. MANCHESTER THE ANSWER AND DESIGN	2,274,543
6. MANCHESTER	2,290,246
7. MANCHESTER	2,276,177
8. MANCHESTER THE ANSWER AND DESIGN	2,281,684
9. MANCHESTER THE ANSWER AND DESIGN	2,274,544
10. MANCHESTER	2,281,680
11. MANCHESTER	2,274,553
12. MANCHESTER	2,272,391
13. MANCHESTER	2,272,390
14. MANCHESTER	2,272,389
15. THE ANSWER	2,281,681
16. THE ANSWER	2,274,545
17. TELSTARR	2,617,004
18. MAKETPLACE4U	2,434,608
19. I AND DESIGN	2,434,948
20. MARKETPLACE 4U.COM	2,389,814
21. MARKETPLACE4U.COM	2,381,373
22. MARKETPLACE4U	2,383,153
23. MEC AND DESIGN	1,860,154

NCR-76

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Certificate of Merger

of

CICE Acquisition Corp.

Into

Manchester Technologies, Inc.

(Under Section 904 of the Business Corporation Law)

It is hereby certified on behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the constituent corporation which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation," is Manchester Technologies, Inc. The date upon which the certificate of incorporation of Manchester Technologies, Inc., formerly known as Manchester Equipment Co., Inc., was filed with the Department of State is August 21, 1973.

THIRD: The name of the other constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation," is CICE Acquisition Corp. The date upon which its certificate of incorporation was filed with the Department of State is April 15, 2005.

FOURTH: Upon the effectiveness of the merger, the certificate of incorporation of Manchester Technologies, Inc. shall be amended so as to:

1. Change the name of the surviving constituent corporation to Electrograph Technologies Corp.;
2. Change the twenty-five million authorized shares of Common Stock, \$0.01 par value, to 100 shares of Common Stock, par value \$0.01 per share; and
3. Change the five million authorized shares of Preferred Stock, par value \$0.01 per share to 100 shares of Preferred Stock, par value \$0.01 per share; and to broaden the power of the Board of Directors to fix the terms of the Preferred Stock;

The text of Article FIRST relating to the corporate name shall read as follows:

"FIRST: The name of the corporation is Electrograph Technologies Corp. (the "Corporation")."

The text of Article THIRD relating to the designation, number, rights, preferences and privileges of shares shall read as follows:

"THIRD: Number of Shares; Preemptive Rights Denied.

(a) The total number of shares of all classes of stock that the Corporation shall have authority to issue is: 200 shares, divided into 100 shares of Common Stock, of the par value of \$0.01 each (the "Common Stock"), and 100 shares of Preferred Stock, of the par value of \$0.01 per share (the "Preferred Stock").

(b) The Board of Directors of the Corporation (the "Board") is hereby expressly authorized, by resolution or resolutions thereof, to provide, out of the unissued shares of Preferred Stock, for series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers (if any) of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

(c) Except as may otherwise be provided in this Certificate of Incorporation (including any certificate filed with the Secretary of State of the State of New York establishing the terms of a series of Preferred Stock in accordance with Section 4.2) or by applicable law, each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote, and no holder of any series of Preferred Stock, as such, shall be entitled to any voting powers in respect thereof.

(d) Subject to applicable law and the rights, if any, of the holders of any outstanding series of Preferred Stock, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Board in its discretion shall determine.

(e) Upon the dissolution, liquidation or winding up of the Corporation, subject to the rights, if any, of the holders of any outstanding series of Preferred Stock, the holders of the Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them.

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(f) No holder of shares of the Corporation shall be entitled as of right to subscribe for, purchase or receive any new or additional shares of any class, whether now or hereafter authorized, or any notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class; but all such new or additional shares of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class may be issued or disposed of by the Board to such persons and on such terms as it, in its absolute discretion, may deem advisable."

FIFTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

Manchester Technologies, Inc.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common Stock (par value \$0.01)	8,542,448	Common Stock	N/A

CICE Acquisition Corp.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common Stock (par value \$0.01)	100	Common Stock	N/A

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of merger.

SEVENTH: The merger herein certified was authorized in respect of the surviving constituent corporation by the vote of the holders of at least two-thirds of all outstanding shares of the corporation entitled to vote on the plan of merger.


EIGHTH: The effective date of the merger herein certified shall be the 1st day of August, 2005.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Signed on August 1, 2005.

CICE ACQUISITION CORP.

By: 
Frederick Iscman
President

By: 
Rhiannon T. Kubicka
Secretary

MANCHESTER TECHNOLOGIES, INC.

By: _____
Barry R. Steinberg
Chairman

By: _____
Seth Collins
President and Secretary

[Signature Page to Certificate of Merger of CICE Acquisition Corp. and Manchester Technologies, Inc.]

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IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.


Signed on August 1, 2005.

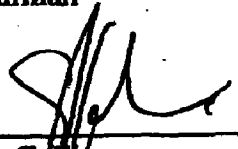
CICE ACQUISITION CORP.

By: _____
Frederick Iseman
President

By: _____
Rhiannon T. Kubicka
Secretary

MANCHESTER TECHNOLOGIES, INC.

By:  _____
Barry R. Steinberg
Chairman

By:  _____
Seth Collins
President and Secretary

[Signature Page to Certificate of Merger of CICE Acquisition Corp. and Manchester Technologies, Inc.]

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NCR-76

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(1)

CERTIFICATE OF MERGER

OF

CICE ACQUISITION CORP.

INTO

MANCHESTER TECHNOLOGIES, INC.

Under Section 904 of the Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 01 2005

TAX \$

BY:

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Paul, Weiss, Rifkind Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019

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DRAWDOWN

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