

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
United Messaging, Inc.		09/30/2002	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Agilera Messaging, Inc.
Street Address:	2828 N. Haskell Ave.
Internal Address:	Bldg. 1, 10th Floor
City:	Dallas
State/Country:	TEXAS
Postal Code:	75204
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	2371255	MAILGRATION
Registration Number:	2474645	MESSAGE CONTROL
Registration Number:	2472266	MESSAGING TODAY
Registration Number:	2419878	UNITEDMESSAGING

**CORRESPONDENCE DATA**

Fax Number: (214)661-6876  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 214-953-5758  
 Email: swiley@jw.com  
 Correspondent Name: Sara Wiley  
 Address Line 1: 901 Main Street  
 Address Line 2: Suite 6000  
 Address Line 4: Dallas, TEXAS 75202

CH \$115.00 2371255

ATTORNEY DOCKET NUMBER:	001714.00007
NAME OF SUBMITTER:	Sara Wiley
Signature:	/sara wiley/
Date:	05/02/2006

**Total Attachments: 8**

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# Delaware

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*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 OWNERSHIP, WHICH MERGES:

"MESSAGING ONLINE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "UNITED MESSAGING, INC." UNDER THE NAME OF "AGILERA MESSAGING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF OCTOBER, A.D. 2002, AT 9:05 O'CLOCK A.M.

2937634 8100M

060357227



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4673004

DATE: 04-18-06

TRADEMARK  
REEL: 003301 FRAME: 0195

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**of**  
**MESSAGING ONLINE, INC.**  
**(a Delaware corporation)**  
**into**  
**UNITED MESSAGING, INC.**  
**(a Delaware corporation)**

United Messaging, Inc., a Delaware corporation (the "Parent Corporation"), does hereby certify as follows in accordance with Section 253 of the Delaware General Corporation Law:

**FIRST:** The Parent Corporation is a corporation of the State of Delaware.

**SECOND:** The Parent Corporation owns 100% of the outstanding shares of all outstanding classes of stock of Messaging Online, Inc., a Delaware corporation (the "Subsidiary Corporation").

**THIRD:** On September 30, 2002, by an action by unanimous written consent in accordance with Section 141(f) of the Delaware General Corporation Law, the Board of Directors of the Parent Corporation adopted the following resolutions:

**RESOLVED**, that the Board has determined it to be in the best interests of the Corporation and its stockholder to effect a merger ( the "MO Merger") of Messaging Online, Inc., a Delaware corporation of which the Corporation owns all of the issued and outstanding capital stock ("MO"), with and into the Corporation pursuant to the terms and provisions of the (i) Certificate of Ownership and Merger (the "MO Delaware Certificate") and pursuant to the provisions of the Delaware General Corporation Law ("DGCL"), and (ii) that Plan of Merger by and between the Corporation and MO (the "Plan of Merger") in substantially the form attached hereto as Exhibit B pursuant to the provisions of the DGCL;

**RESOLVED FURTHER**, that the form, terms and provisions of the MO Delaware Certificate and the Plan of Merger, in substantially the forms attached hereto as Exhibit A and Exhibit B, respectively, be and they hereby are, adopted and approved, with such changes as the officer executing the MO Delaware Certificate and the Plan of Merger may determine to be appropriate or advisable, such determination to be conclusively evidenced by the execution thereof;

**RESOLVED FURTHER**, that MO shall be the disappearing corporation upon the effective date of the merger (the "Effective Time") pursuant to the provisions of the DGCL, and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL;

**RESOLVED FURTHER**, that at the Effective Time, the issued and outstanding shares of capital stock of MO shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefore, inasmuch as the Corporation is the owner of all issued and outstanding shares of capital stock of MO, but each said share which is issued and outstanding as of the Effective Time shall be surrendered and extinguished;

**RESOLVED FURTHER**, that at the Effective Time, the Corporation shall assume and be liable for all liabilities and obligations of MO; and

**RESOLVED FURTHER**, that the proper officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, including, without limitation, the MO Delaware Certificate and the Plan of Merger, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the MO Merger.

**FOURTH:** Upon the effective time of the Merger, the Certificate of Incorporation attached hereto as Exhibit A shall be that of the Surviving Corporation.

**FIFTH:** The executed Plan of Merger is on file at the principal place of business of the Corporation located at 9780 Mt. Pyramid Court, Suite 300, Englewood, CO 80112.

**SIXTH:** The effective date of the Plan of Merger will be the date on which this Certificate of Ownership and Merger is filed with the Delaware Secretary of State.

[SIGNATURE PAGE TO FOLLOW]

Executed by the Parent Corporation as of this 30th day of September, 2002.

UNITED MESSAGING, INC.

By: /s/ Robert Unger

Name: Robert Unger

Title: Chief Executive Officer

**EXHIBIT A**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF SURVIVING CORPORATION**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
UNITED MESSAGING, INC.**

**ARTICLE I**

The name of this corporation is Agilera Messaging, Inc. (the "Corporation").

**ARTICLE II**

The address of the registered office of the Corporation in the State of Delaware is 9 East Loockerman, in the City of Dover, County of Kent, State of Delaware, and the name of the registered agent at that address is National Registered Agents, Inc.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock which the Corporation is authorized to issue is one thousand (1,000) shares, \$0.001 par value per share.

**ARTICLE V**

A director of the Corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.



Any repeal or modification of the foregoing provisions of this Article V by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE VI

6.1 General. The Corporation shall indemnify, to the fullest extent permitted by applicable law as from time to time may be in effect, any person against all liability and expense (including, but not limited to, attorneys' fees and settlement costs) incurred by reason of the fact that he is or was a director or officer of the Corporation, or while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner or trustee of, or in any similar managerial or fiduciary position of, or as an employee or agent of, another corporation, partnership, joint venture, trust, association or other entity, or by reason of any action alleged to have been taken or omitted in such capacity. Expenses (including attorneys' fees) incurred in defending an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to the fullest extent and under the circumstances permitted by the laws of the State of Delaware. The right to indemnification conferred upon such persons by this Article VI shall be a contract right. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation against any liability asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article VI. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those indemnified may be entitled under this Second Amended and Restated Certificate of Incorporation, any bylaw, agreement, vote of stockholders or disinterested directors, statute or otherwise and shall inure to the benefit of their heirs, executors and administrators. The provisions of this Article VI shall not be deemed to preclude the Corporation from indemnifying other persons from similar or other expenses and liabilities as the board of directors or the stockholders may determine in a specific instance or by resolution of general application.

### 6.2 Presumptions and Effect of Certain Proceedings.

A. In making a determination with respect to entitlement to indemnification, the person or persons or entity making such determination shall presume that such person is entitled to indemnification under this Article VI and the Corporation shall have the burden of proof to overcome that presumption in connection with the making by any person, persons or entity of any determination contrary to that presumption.

B. The termination of any proceeding or of any claim, issue or matter therein, by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not (except as otherwise expressly provided in this Second Amended and Restated Certificate of Incorporation or in the Corporation's bylaws) in and of itself adversely affect the right of any person to indemnification or create a presumption that such person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Neither the amendment nor the repeal of this Article, nor the adoption of any provision of the Second Amended and Restated Certificate of Incorporation or bylaws or of any statute inconsistent with this Article VI, shall eliminate or reduce the effect of this Article, in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

#### **ARTICLE VII**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

#### **ARTICLE VIII**

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

#### **ARTICLE IX**

The number of directors which shall constitute the whole Board of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws or in an amendment thereof duly adopted by the Board of Directors or by the stockholders.

#### **ARTICLE X**

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

#### **ARTICLE XI**

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

#### **ARTICLE XII**

The Corporation expressly elects not to be governed by Section 203 of the Delaware General Corporation Law.