

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

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.

- Individual(s)
- General Partnership
- Corporation-Colorado
- Association
- Limited Partnership:
- Other:

Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies)

Name: USA.NET, Inc.
1155 Kelly Johnson Blvd.
Colorado Springs, CO 80920

- Individual(s) citizenship
- Association
- General partnership
- Limited Partnership
- Corporation-Delaware
- Other

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)

Additional name(s) & address(es) attached? yes no

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name
- 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 yes 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

1776 K Street, N.W.

City: Washington State DC Zip: 20006

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- 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 ongoing information is true and correct and any attached copy is a true copy of the original document

Christopher Kelly
Name of Person Signing


Signature

8/8/05
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademark, Box Applications
Washington, D.C. 20231

CH \$40.00 501129 2211431

ARTICLES OF MERGER

OF

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

19971040075 0
\$ 85.00
SECRETARY OF STATE
03-14-97 11:55:04

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



Wiley Rein & Fielding LLP

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June 7, 2006

Christopher Kelly
202.719.7115
ckelly@wrf.com

VIA FACSIMILE - URGENT

Assignment Status
Assignments Branch
U.S. Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Attn: Ms. Rhonda Nicol, Supervisor

Re: U.S. Trademark Registration No. 2,211,431
AMERICA'S E-MAIL ADDRESS
Articles of Merger
Our Ref.: 80253.0004

Dear Ms. Nicol :

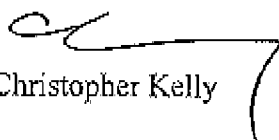
On August 8, 2005, the Articles of Merger was submitted by facsimile in the above-identified Trademark Registration. To date, we have not received a notice of recordation.

Attached hereto is:

- (1) Message Confirmation dated August 8, 2005;
- (2) Facsimile Transmittal;
- (3) Recordation Form executed August 8, 2005 authorizing payment by deposit account; and
- (4) Articles of Merger of USA.Net, Inc. (a Colorado corporation) and USA.NET, Inc. (a Delaware Corporation).

A Post Registration Office Action has been issued and it is imperative that the attached document be recorded today. Should you have any questions regarding this matter, please contact me immediately at (202) 719-7115.

Sincerely,



Christopher Kelly

CK:bnc

TRADEMARK
REEL: 003324 FRAME: 0367



Wiley Rein & Fielding LLP

1776 K STREET NW
WASHINGTON, DC 20006

PHONE 202.719.7000
FAX 202.719.7049

Facsimile

**TO RHONDA NICOL,
SUPEVISOR**

FAX NUMBER

PHONE NUMBER

ASSIGNMENT STATUS
Assignments Branch

571-273-0140

U.S. Patent and Trademark Office

FROM	Christopher Kelly	PHONE NUMBER	202.719.7115
DATE	June 7, 2006	PAGES TO FOLLOW	7
USER NUMBER	1290	CLIENT NUMBER	80253.0004

MESSAGE - **URGENT**

Please contact Barbara Carlton (202) 719-4501 you do not receive this facsimile in its entirety.

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WRFMAIN 12127232.1

TRADEMARK
REEL: 003324 FRAME: 0368



Wiley Rein & Fielding LLP

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FAX 202.719.7049

Facsimile

TO	FAX NUMBER	PHONE NUMBER
Assignments Branch U.S. Patent and Trademark Office	(703) 306-5995	
FROM	Barbara Carlton	PHONE NUMBER 202.719.4501
DATE	August 8, 2005	PAGES TO FOLLOW 4
USER NUMBER	01290	CLIENT NUMBER 80253.0004

MESSAGE

Attached is an Assignment for recordation in U.S. Trademark Registration No. 2,211,431

Please contact Barbara Carlton (202) 719-4501 if you do not receive this facsimile in its entirety.

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