

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EnvoyWorldWide, Inc.		12/28/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Par3 Communications, Inc.
Street Address:	821 2nd Avenue, Suite 1000, 10th Floor
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	78414345	ENVOY
Serial Number:	78629937	ENVOYCONNECT
Serial Number:	76583648	ENVOYPROFILES
Serial Number:	76583647	ENVOYXPRESS
Registration Number:	2729769	ENVOYWORLDWIDE

CORRESPONDENCE DATA

Fax Number: (508)319-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5083153677
 Email: tony@mielelawgroup.com
 Correspondent Name: Anthony L. Miele; Miele Law Group, PC
 Address Line 1: 2 Summer Street, Suite 306
 Address Line 4: Natick, MASSACHUSETTS 01760

OP \$140.00 78414345

ATTORNEY DOCKET NUMBER:	PAR3 MERGER RECORD FOR TM
NAME OF SUBMITTER:	Anthony L. Miele
Signature:	/Anthony L. Miele/
Date:	01/25/2007

Total Attachments: 11

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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Sam Reed**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

PAR3 COMMUNICATIONS, INC.

as filed in this office on December 28, 2006.

Date: December 29, 2006



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 003468 FRAME: 0172

12/28/2006 974020
\$305.00 Chgd #3381
Trading ID: 1220692
Doc No: 974020-005

FILED
SECRETARY OF STATE
SAM REED
12/28/06
STATE OF WASHINGTON

ARTICLES OF MERGER
OF
PAR3 COMMUNICATIONS, INC.,
a Washington corporation
AND
ENVOYWORLDWIDE, INC.,
a Delaware corporation

Pursuant to the provisions of RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging EnvoyWorldWide, Inc., a Delaware corporation and wholly-owned subsidiary of the Surviving Corporation (the "Disappearing Corporation"), with and into Par3 Communications, Inc., a Washington corporation (the "Surviving Corporation").

1. The Agreement and Plan of Reorganization (the "Merger Agreement") providing for the merger of the Disappearing Corporation with and into the Surviving Corporation (the "Merger") is attached hereto as Exhibit A.
2. The Merger Agreement was duly approved by the board of directors of each of the Disappearing Corporation and the Surviving Corporation.
3. The Merger Agreement was not required to be approved by the shareholders of the Surviving Corporation pursuant to RCW 23B.11.040.
4. The Merger Agreement was not required to be approved by the stockholders of the Disappearing Corporation pursuant to Section 253 of the Delaware General Corporation Law and RCW 23B.11.040.
5. The Surviving Corporation will continue in existence as the surviving corporation under its present name pursuant to the provisions of the Agreement and the Washington Business Corporation Act.
6. The Merger shall become effective at 11:59 p.m. (EST) on the 31st day of December 2006.

[Signature page follows]

Dated: December 28, 2006

EnvoyWorldWide, Inc., a Delaware corporation

By: Don Schlosser
Don Schlosser
Chief Financial Officer

Dated: December 28, 2006

Par3 Communications, Inc., a Washington corporation

By: Don Schlosser
Don Schlosser
Chief Financial Officer

[Signature page to Articles of Merger]

EXHIBIT A

AGREEMENT AND PLAN OF REORGANIZATION

This Agreement and Plan of Reorganization (this "Agreement") is entered into as of this 19th day of December, 2006, between EnvoyWorldWide, Inc., a Delaware corporation ("Envoy"), and PAR3 Communications, Inc., a Washington corporation ("PAR3"). Envoy and PAR3 are sometimes referred to herein as the "Constituent Entities."

RECITALS

- A. Envoy is a corporation organized under the laws of the State of Delaware.
- B. PAR3 is a corporation organized under the laws of the State of Washington.
- C. It is the desire of Envoy and PAR3 that Envoy be merged with and into PAR3 and that PAR3 be the surviving corporation.

AGREEMENT

NOW, THEREFORE, the Constituent Entities hereby agree as follows:

1. Merger. In accordance with the provisions of this agreement, the Delaware General Corporation Law and the Washington Business Corporation Act, PAR3 shall be merged with and into Envoy (the "Merger"), the separate existence of Envoy shall cease and PAR3 shall be the surviving corporation (the "Surviving Corporation").
2. Name. On and after the effective date of the Merger, the name of the Surviving Corporation shall be PAR3 Communications, Inc.
3. Conversion of Interests. Envoy is a wholly-owned subsidiary of PAR3. On the effective date of the Merger, (i) the capital stock of Envoy shall, automatically and without any further action, be cancelled without consideration and (ii) the outstanding capital stock of PAR3 shall remain outstanding and not be affected by the Merger.
4. Charter Documents. The Articles of Incorporation and Bylaws of PAR3 as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation.
5. Filing and Effectiveness. The Merger shall become effective as of the later of (i) the filing of Articles of Merger meeting the requirements of the Washington Business Corporation Act with the Secretary of State of the State of Washington and the filing of a Certificate of Merger meeting the requirements of the Delaware General Corporation Act with the Secretary of State of the State of Delaware or (ii) 11:59 p.m. (EST) on December 31, 2006. The date and time when the Merger becomes effective is referred to in this Agreement as the "Effective Date of the Merger".
6. Effect of Merger. Upon the Effective Date of the Merger, the separate existence of Envoy shall cease and PAR3, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights powers and property as constituted immediately prior to the Effective Date of

the Merger and (b) shall succeed, without other transfer, to all of the assets, rights, powers, property, debts, liabilities and obligations of Envoy in the manner more fully provided under the applicable provisions of Delaware General Corporation Law and the Washington Business Corporation Act.

7. Approvals. The Merger has been approved on behalf of Envoy by its board of directors and sole shareholder and on behalf of PAR3 by its board of directors.

8. General.

a. PAR3 agrees that it will qualify to do business as a foreign corporation in the State of Massachusetts and take such other actions as may be required to qualify in any other applicable state.

b. From time to time, as and when required by PAR3 or by its successors or assigns, there shall be executed and delivered on behalf of Envoy such deeds and other instruments, and there shall be take or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by PAR3 title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Envoy and otherwise to carry out the purposes of this Agreement, and the officers of PAR3 are fully authorized in the name and behalf of Envoy or otherwise to take any and all such action and to execute and deliver ay and all such deeds and other instruments.


c. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the board of directors of either PAR3 or Envoy.

d. This Agreement and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Washington, without giving effect to principle of conflicts of law.

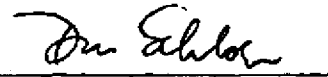
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed
as of the date first set forth above.

ENVOYWORLDWIDE, INC
a Delaware corporation,

By 
Name: Don Schlosser
Title: Chief Financial Officer

PAR3 COMMUNICATIONS, INC.,
a Washington corporation

By 
Name: Don Schlosser
Title: Chief Financial Officer

Delaware

PAGE 1

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:

"ENVOYWORLDWIDE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "PAR3 COMMUNICATIONS, INC." UNDER THE NAME OF "PAR3 COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 1:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.



2906074 8100M

061197566

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315772

DATE: 12-28-06

TRADEMARK
REEL: 003468 FRAME: 0178

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

ENVOYWORLDWIDE, INC.,

a Delaware corporation

with and into

PAR3 COMMUNICATIONS, INC.,

a Washington corporation

**PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW**

Par3 Communications, Inc., a corporation organized and existing under the laws of the State of Washington (the "Company"), does hereby certify:

1. The Company is the owner of all of the outstanding shares of each class of capital stock of EnvoyWorldWide, Inc., a Delaware corporation ("Subsidiary").

2. The Company was incorporated on January 20, 2000, pursuant to the Washington Business Corporation Act, the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of Delaware with and into a parent corporation organized and existing under the laws of Washington without a vote of the shareholders of the Company or stockholders of the Subsidiary.

3. The Company, by the following resolutions adopted on December 5, 2006 by the Board of Directors of the Company, merges Subsidiary into the Company:

Short-Form Merger with EnvoyWorldWide, Inc.

RESOLVED: That the Board of Directors of the Company (the "Board") believes that it is in the best interests of the Company to enter into the Agreement and Plan of Reorganization ("the Merger Agreement") by and among the Company and EnvoyWorldWide, Inc., a Delaware corporation, and wholly-owned subsidiary of the Company ("Subsidiary"), whereby (i) Subsidiary will merger with and into the Company, with the Company as the surviving corporation (the "Merger"), (ii) the Company will assume all of Subsidiary's liabilities and obligations and (iii) each outstanding share of Subsidiary's Common Stock own by the Company shall cease to be outstanding, without any payment being made in respect thereof.

RESOLVED FURTHER: That the Merger and the Merger Agreement and the documents and transactions contemplated thereby, are hereby adopted and approved by the Board, provided, however, that the officers of the Company are, and each hereby is, authorized to effect or abandon the Merger, in their sole discretion, and are authorized to

make such changes and amendments to all such documents as they may deem necessary or appropriate to effect the Merger.

RESOLVED FURTHER: That the officers of the Company are hereby authorized to execute and deliver on behalf of the Company the Merger Agreement, the Certificate and Articles of Merger and any other documents necessary or appropriate to effect the Merger and thereafter to cause the Company to perform all of its obligations and duties with respect thereto.

RESOLVED FURTHER: That the officers of the Company, in consultation with legal counsel, are authorized and directed to take any and all additional actions and file any other documents necessary to carry out the intent and purposes of the foregoing resolutions.

Consent to Service of Process

RESOLVED: That the Company is the surviving corporation in the merger of the Company and Subsidiary and is to be governed by the laws of the State of Washington, and agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Subsidiary, as well as for enforcement of any obligation of the Company arising from the merger, and it does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any suit or other proceedings. The address to which a copy of such process shall be mailed by the Delaware Secretary of State is Par3 Communications, Inc., 821 2nd Avenue, Suite 1000 – 10th Floor, Seattle, WA 98104 (Attn: Chief Financial Officer) until the Company shall have hereafter designated in writing to the Delaware Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Delaware Secretary of State duplicate copies of such process, one of which copies the Delaware Secretary of State shall forthwith send by letter, certified mail, return receipt requested, to Par3 Communications, Inc. at the above address.

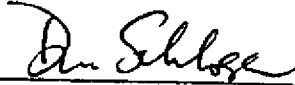
4. The Merger Agreement was approved by the board of directors of the Subsidiary on December 19, 2006. The Merger Agreement is not required to be approved by the stockholders of the Subsidiary pursuant to Section 253 of the Delaware General Corporation Law or by the shareholders of the Company pursuant to Section 23B.11.040 of the Washington Business Corporation Act.

5. Pursuant to Section 103(d) of the Delaware General Corporation Law, the Merger shall not become effective until 11:59 p.m. (EST) on December 31, 2006.

[Signature page follows]

Executed on December 28, 2006.

Par3 Communications, Inc.

By: 
Don Schlosser
Chief Financial Officer

[Signature Page to Certificate of Ownership and Merger]

