

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/02/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
APTPAGFES, INC.		05/02/2005	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	ELLIPSE COMMUNICATIONS, INC.
Street Address:	PO Box 801814
City:	Dallas
State/Country:	TEXAS
Postal Code:	75380
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2550064	APTPAGES.COM

CORRESPONDENCE DATA

Fax Number: (972)518-1777
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9725181713
 Email: mail@txip.us
 Correspondent Name: Mark W Handley
 Address Line 1: PO Box 97
 Address Line 4: Grapevine, TEXAS 76099

ATTORNEY DOCKET NUMBER:	ELGP-25689TM
NAME OF SUBMITTER:	Mark W Handley
Signature:	/Mark Handley/

OP \$40.00 2550064

Date:

03/19/2008

Total Attachments: 31

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Office of the Secretary of State

May 03, 2005

Capitol Services Inc
P O Box 1831
Austin, TX 78767 USA

RE:
ELLIPSE COMMUNICATIONS, INC. (Filing Number: 153010900)

It has been our pleasure to approve and place on record your articles of merger. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division

Enclosure



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

APTPAGES, INC.
Domestic Business Corporation
[Filing Number: 153453000]

Into

ELLIPSE COMMUNICATIONS, INC.
Domestic Business Corporation
[Filing Number: 153010900]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 05/02/2005

Effective: 05/02/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

**ARTICLES OF MERGER
OF
APTPAGES, INC.
INTO
ELLIPSE COMMUNICATIONS, INC.**

FILED
In the Office of the
Secretary of State of Texas
MAY 02 2005
Corporations Section

Pursuant to the provisions of Article 5.01 et seq. of the Texas Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger for the purpose of merging one of the corporations into the other:

ARTICLE ONE

The name of the surviving corporation (the "Surviving Company") is **ELLIPSE COMMUNICATIONS, INC.**, and the jurisdiction under which it is incorporated is the State of Texas. The Surviving Company shall be responsible for the timely payment of any and all franchise taxes.

ARTICLE TWO

The name of the target corporation (the "Target") is **APTPAGES, INC.**, and the jurisdiction under which it is incorporated is the State of Texas.

ARTICLE THREE

One hundred percent (100%) of the shares of the common stock, par value [\$ 1.00] per share, of the Target, all of which is of one class and which constitutes one hundred percent (100%) of the issued and outstanding shares of stock in and to the Target, is owned by the shareholders (either natural or artificial) listed on Schedule 1 attached hereto and incorporated herein for all purposes, and all of which such shareholders unanimously approved the merger contemplated hereby, in accordance with the terms and provisions of the Plan of Merger (as defined in Article Seven hereof).

ARTICLE FOUR

The following is a copy of the resolution authorizing the merger of the Target into the Surviving Company (sometimes called the "Company"), as jointly and unanimously adopted by the Directors and Shareholders of the Surviving Company, dated to be effective as of April 15, 2005:

"NOW, THEREFORE, BE IT RESOLVED, that the Company be, and it is hereby, authorized to merge with the Target pursuant to the terms and conditions of the Plan of Merger.

RESOLVED, that the Company hereby adopts, approves, ratifies, and authorizes the President to file with the Texas Secretary of State, the Articles of Merger.

RESOLVED, that in connection with the merger, the President of the Company be, and she hereby is, empowered, authorized, and directed on behalf of the Company, to execute and enter into any and all negotiations, agreements and consents, including, without limitation, the Plan of Merger and those certain Articles of Merger executed by and between the Company and the Target, in order to consummate the Merger.

RESOLVED, that the attestation of the signature of an officer of the Company will not be necessary, but if the attestation is required by any party in connection with any of the transactions contemplated by these resolutions, the secretary of the Company is hereby authorized to attest, for and on behalf of the Company, the signature of such officer upon any instrument, document or other writing executed on behalf of the Company by such officer and to affix the seal of the Company thereto;

RESOLVED, that the President of the Company is hereby authorized to (a) sign, execute, certify to, verify and acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the Company, as, in her sole judgment, is necessary, desirable or appropriate in order to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the officers and Directors on behalf of the Company and all things done by their authority with respect to the proposed merger of the Company with the Target be, and the same are, hereby ratified and approved."

ARTICLE FIVE

The following is a copy of the resolution to merge the Target (sometimes called the "Company") into the Surviving Company as jointly and unanimously adopted by the Directors and the Shareholders of the Target, dated to be effective as of April 15, 2005:

"NOW, THEREFORE, BE IT RESOLVED, that the Company be, and it is hereby, authorized to merge into the Surviving Company pursuant to the terms and conditions of the Plan of Merger.

RESOLVED, that in connection with the merger, the President of the Company be, and she hereby is, empowered, authorized, and directed on behalf of the Company, to execute and enter into any and all negotiations, agreements and consents, including, without limitation, the Plan of Merger, and those certain Articles of Merger by and between the Company and the Surviving Company, in

order to consummate the merger.

RESOLVED, that the attestation of the signature of an officer of the Company will not be necessary, but if the attestation is required by any party in connection with any of the transactions contemplated by these resolutions, the Secretary of the Company is hereby authorized to attest, for and on behalf of the Company, the signature of such officer upon any instrument, document or other writing executed on behalf of the Company by such officer and to affix the seal of the Company thereto;

RESOLVED, that the President of the Company is hereby authorized to (a) sign, execute, certify to, verify and acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the Company, as, in her sole judgment, is necessary, desirable or appropriate in order to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the officers and Directors on behalf of the Company and all things done by their authority with respect to the proposed merger of the Company with the Surviving Company be, and the same are, hereby ratified and approved."

ARTICLE SIX

The merger herein provided for shall be effective in the State of Texas on the date of filing of these Articles of Merger with the Secretary of State of Texas.

ARTICLE SEVEN

The undersigned companies hereby certify that, (i) pursuant to the resolutions set forth in Articles Four and Five above, respectively, an executed copy of that certain Plan and Agreement of Merger (the "Plan of Merger") has been approved by the directors and shareholders of both the Target and the Surviving Company in accordance with all actions prescribed by the Texas Business Corporation Act and is on file at the principal place of business of the Surviving Company, the address of which is 14800 Quorum Dr., Suite 465, Dallas, Texas 75240, and (ii) a copy of the Plan will be furnished by the Surviving Company on written request and without cost to any shareholder of each domestic corporation that is a party to the merger contemplated hereby, to wit, the Surviving Company and the Target.

ARTICLE EIGHT

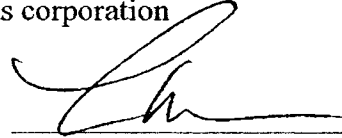
The Plan and these Articles of Merger were duly authorized by all actions required by the laws of the State of Texas and by the constituent documents of both the Surviving Company and the Target.

EXECUTED as of, but not necessarily on, the 15th day of April, 2005.

SURVIVING COMPANY:

ELLIPSE COMMUNICATIONS, INC.,
a Texas corporation

By:

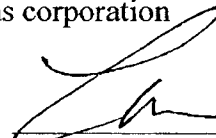


Lisa M. Benson,
President

TARGET:

APTPAGES, INC.,
a Texas corporation

By:



Lisa M. Benson,
President

Schedule 1

**APTPAGES, INC.,
OWNERSHIP INTERESTS**

SHAREHOLDER	Number of Shares of Common Stock, \$ <u>1⁰⁰</u> Par Value Per Share, Issued and Outstanding
Lisa Benson, a Texas resident	600 Shares @ 1 ⁰⁰

SHAREHOLDER	Number of Shares of Common Stock, \$ <u>1⁰⁰</u> Par Value Per Share, Subject to Purchase
Lee White, a Texas resident	400 Shares @ \$1 ⁰⁰



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

CAROLE KEETON STRAYHORN • COMPTROLLER • AUSTIN, TEXAS 78774

April 28, 2005

APTPAGES INC
PO BOX 801814
DALLAS, TX 75380-1814

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Carole Keeton Strayhorn, Comptroller of Public Accounts of the State of Texas,
DO HEREBY CERTIFY that according to the records of this office

APTPAGES INC

has filed all required reports for taxes administered by the Comptroller under Title 2, Tax Code, and taxes reported due on those reports have been paid. This certificate must be filed with the Texas Secretary of State to legally end the corporation's existence in Texas. This certificate is valid for the purpose of dissolution, merger, conversion, or withdrawal through December 31, 2005.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 28th day of
April, 2005 A.D.

Carole Keeton Strayhorn

Carole Keeton Strayhorn
Texas Comptroller



Taxpayer number: 32001516148
File number: 0153453000

NOTE: Failure by Texas corporations to legally dissolve, merge, or convert with the Texas Secretary of State on or before the expiration of this certificate, will result in additional franchise tax responsibilities. Out of state corporations are responsible for franchise tax through the last date of business in this state.



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

CAROLE KEETON STRAYHORN • COMPTROLLER • AUSTIN, TEXAS 78774

April 28, 2005

APTPAGES INC
PO BOX 801814
DALLAS, TX 75380-1814

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THE STATE OF TEXAS
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APTPAGES INC

has filed all required reports for taxes administered by the Comptroller under Title 2, Tax Code, and taxes reported due on those reports have been paid. This certificate must be filed with the Texas Secretary of State to legally end the corporation's existence in Texas. This certificate is valid for the purpose of dissolution, merger, conversion, or withdrawal through December 31, 2005.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 28th day of
April, 2005 A.D.

A handwritten signature in cursive script that reads "Carole Keeton Strayhorn".

Carole Keeton Strayhorn
Texas Comptroller



Taxpayer number: 32001516148
File number: 0153453000

NOTE: Failure by Texas corporations to legally dissolve, merge, or convert with the Texas Secretary of State on or before the expiration of this certificate, will result in additional franchise tax responsibilities. Out of state corporations are responsible for franchise tax through the last date of business in this state.

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Plan") is entered into on April 27, 2005, by and between APTPAGES, INC., a Texas corporation ("Acquired Corporation"), and ELLIPSE COMMUNICATIONS, INC., a Texas corporation ("Surviving Corporation").

ARTICLE I

PLAN OF MERGER

Adoption of Plan

1.01. A plan of reorganization of Acquired Corporation and Surviving Corporation pursuant to the respective provisions of Article 5.01 et seq. of the Texas Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, is hereby adopted as follows:

(a) On the effective date of the merger as set forth in Article 1.02 hereof, Acquired Corporation will be merged into Surviving Corporation, to do business and be governed by the laws of Texas.

(b) Surviving Corporation's name will remain "Ellipse Communications, Inc."

(c) When this Plan becomes effective, the existence of Acquired Corporation as a distinct entity will cease. At that time, Surviving Corporation will succeed to all the rights, title, and interests of and to all property owned by Acquired Corporation, without reversion or impairment, without any further act, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances on the property. Surviving Corporation also will be subject to all the debts and obligations of Acquired Corporation as the primary obligor, except as otherwise provided by law or contract, and only Surviving Corporation will liable for the debt or obligation.

(d) Surviving Corporation will carry on business with the assets of the parties to the merger as these corporations existed immediately prior to the merger.

(e) The shareholders of Acquired Corporation will surrender all of their shares in the manner set forth in this Plan.

(f) In exchange for the shares of Acquired Corporation surrendered by its shareholders, Surviving Corporation will issue and transfer to those shareholders, on the basis set forth in this Plan, shares of its common stock, par

value [\$ 1.00] per share. Surviving Corporation may, if necessary, amend its Articles of Incorporation as set forth in this Plan to provide for issuance of these shares of common stock to be used in the exchange.

(g) The existing shareholders of Surviving Corporation will retain their shares as shares of Ellipse Communications, Inc.

Effective Date

1.02. The effective date of the merger ("Effective Date") will be the date when a certificate of merger is issued by the Secretary of State of Texas.

ARTICLE II

REPRESENTATIONS AND WARRANTIES

Acquired Corporation

2.01 As a material inducement to Surviving Corporation to execute this Plan and perform its obligations under this Plan, Acquired Corporation represents and warrants to Surviving Corporation as follows:

(a) Acquired Corporation is a corporation duly organized, validly existing, and in good standing under the laws of Texas, with corporate power and authority to own, lease, and operate property and carry on its business as it is now being conducted. Acquired Corporation is qualified to transact its business as a foreign corporation and is in good standing in all jurisdictions in which its principal properties are located and business is transacted or is not required to be qualified as a foreign corporation to transact business in any other jurisdiction. True and current copies of the Articles of Incorporation and the Bylaws of Acquired Corporation, including all amendments effective as of the date of this Plan, have been delivered to Surviving Corporation, and are complete and correct.

(b) Acquired Corporation has an authorized capitalization of [100,000] shares of common stock, [\$ 1.00] par value per share, consisting of the date of this Plan of 1000 shares validly issued, outstanding, and fully paid.

Surviving Corporation

2.02. As a material inducement to Acquired Corporation to execute and perform its obligations under this Plan, Surviving Corporation represents and warrants to Acquired Corporation as follows:

(a) Surviving Corporation is a corporation duly organized, validly existing, and in good standing under the laws of Texas with corporate power and

authority to own property and carry on its business as it is now being conducted. Surviving Corporation is qualified to transact business as a foreign corporation and is in good standing in all jurisdictions in which its principal properties are located and business is transacted, or is not required to be qualified as a foreign corporation to transact business in any other jurisdiction.

(b) Surviving Corporation has an authorized capitalization of [1,000] shares of stock, consisting on this date of one class of stock: [1,000] shares of common stock at [\$ 1⁰⁰] par value per common stock share. As of the date this Plan, [1,000] shares of the common stock are validly issued and outstanding, fully paid, and nonassessable.

Securities Law

2.03. The parties to the merger warrant to arrange mutually for and manage all necessary procedures under the requirements of federal and Texas securities laws and the related supervisory commissions to ensure that this Plan is properly processed to comply with all federal and state registration requirements, or to take full advantage of any lawful and applicable exemptions from registration.

ARTICLE III

TERMS, CONDITIONS, AND PROCEDURES PRIOR TO EFFECTIVE DATE

Submission to Shareholders and Filing

3.01. This Plan will be submitted for approval separately to the shareholders of the merging parties in the manner provided by the laws of Texas.

Expenses

3.02. (a) If the merger set forth in this Plan is consummated, Surviving Corporation will pay all costs and expenses of the merger.

(b) If the merger set forth in this Plan is not consummated, each party to this Plan will pay its own costs and expenses incident to the contemplated merger.

ARTICLE IV

MANNER AND BASIS OF CONVERTING SHARES

Manner of Converting Shares

4.01. The holders of shares of Acquired Corporation will surrender their shares

to Lisa M. Benson, the Secretary of the Surviving Corporation, promptly after the Effective Date, in exchange for shares of Surviving Corporation to which they are entitled under this Article IV.

Basis of Converting Shares

4.02. The basis of converting shares of Acquired Corporation into shares of Surviving Corporation, and the resulting capitalization of Surviving Corporation, are as set forth on Exhibit "A" attached hereto and incorporated herein for all purposes.

ARTICLE V

DIRECTORS AND OFFICERS

Directors and Officers of Surviving Corporation

5.01. The present Board of Directors of Surviving Corporation will continue to serve as its Board of Directors until the next annual meeting or until their successors have been elected and qualified.

5.02. All persons who on the Effective Date are executive or administrative officers of Surviving Corporation will remain as officers of Surviving Corporation until its Board of Directors determines otherwise. Surviving Corporation's Board of Directors may elect or appoint additional officers as it deems necessary.

ARTICLE VI

ARTICLES OF INCORPORATION AND BYLAWS

Articles of Incorporation of Surviving Corporation

6.01. Surviving Corporation's Articles of Incorporation, as existing on the Effective Date, will continue in full force until amended as provided in such Articles or Bylaws.

Surviving Corporation's Bylaws

6.02. Surviving Corporation's Bylaws, as existing on the Effective Date, will continue in full force until altered, amended, or repealed as provided in such Bylaws or as provided by law.

ARTICLE VII

SURVIVAL OF WARRANTIES

Nature and Survival of Representations and Warranties

7.01. All statements contained in any memorandum, certificate, letter, document, or other instrument delivered by or on behalf of Acquired Corporation, Surviving Corporation, or the shareholders of any party to the plan of merger will be deemed representations and warranties made by such parties, respectively, to each other under this Plan. The representations and warranties of the parties and the shareholders will survive for a period of three (3) years following the Effective Date and will survive despite any inspections, examinations, or audits made on behalf of the parties and the shareholders.

ARTICLE VIII

[INTENTIONALLY DELETED].

ARTICLE IX

ENFORCEMENT AND INTERPRETATION

Further Assurances and Assignments

9.01. Acquired Corporation agrees that when requested by Surviving Corporation or by its successors or assigns, Acquired Corporation will execute and deliver or cause to be executed and delivered all deeds and other instruments necessary to consummate the transaction that is the subject of this Plan. Acquired Corporation also agrees to take or cause to be taken any further actions, assignments, or assurances that are necessary to vest, perfect, and conform title of Surviving Corporation to all the property, rights, privileges, powers, and franchises referred to in Article I of this Plan, and otherwise necessary to carry out the intent and purposes of this Plan.

Notices

9.02. Any notice or other communication required or permitted by this Plan will be deemed to be given when deposited in the United States mails for transmittal by certified or registered mail, postage prepaid, or when deposited with a public telegraph company for transmittal, charges prepaid, addressed:

(a) In the case of Acquired Corporation, to: AptPages, Inc., 14800 Quorum Dr., Suite 465, Dallas, Texas 75240, Attention: Lisa M. Benson, Secretary, or to any other person or address that Acquired Corporation may designate in writing on proper notice to Surviving Corporation.

(b) In the case of Surviving Corporation, to: Ellipse Communications, Inc., 14800 Quorum Dr., Suite 465, Dallas, Texas 75240, Attention: Lisa M. Benson, Secretary, or to any other person or address that Surviving Corporation may designate in writing on proper notice to Acquired Corporation.

Entire Agreement and Counterparts

9.03. This instrument and any exhibits attached to and incorporated into the instrument contain the entire agreement between the parties with respect to the transaction contemplated by this Plan. It may be executed in any number of counterparts; however, all counterparts taken together will constitute one original.

Controlling Law

9.04. The validity, interpretation, and performance of this Plan is controlled by and construed under the laws of Texas, the state in which this Plan is being executed.

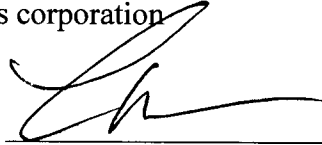
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IN WITNESS WHEREOF, the parties hereto have executed this Plan to be effective as of the Effective Date.

SURVIVING CORPORATION:

ELLIPSE COMMUNICATIONS, INC.,
a Texas corporation

By:



Lisa M. Benson, President

ACQUIRED CORPORATION:

APTPAGES, INC.,
a Texas corporation

By:



Lisa M. Benson, President

EXHIBIT "A"

BASIS OF CONVERTING SHARES
AND CAPITALIZATION OF SURVIVING CORPORATION

Exchange Rate

1 share of Surviving Corporation to 100 shares of Acquired Corporation

1000 shares at \$1.00 per share

EXHIBIT "B"

JOINT UNANIMOUS CONSENT OF SHAREHOLDERS AND BOARD OF
DIRECTORS IN LIEU OF SPECIAL MEETING OF ELLIPSE COMMUNICATIONS,
INC.

(See Attached)

**ELLIPSE COMMUNICATIONS, INC.
JOINT UNANIMOUS WRITTEN CONSENT OF DIRECTORS AND
SHAREHOLDERS IN LIEU OF SPECIAL MEETING**

April 15, 2005

The undersigned, being all of the members of the Board of Directors (the "Directors") and the shareholders (the "Shareholders") of ELLIPSE COMMUNICATIONS, INC., a Texas corporation (the "Company"), acting pursuant to the provisions of Articles 2.24 and 2.35 of the Texas Business Corporation Act, do hereby waive notice of the time, place and purpose of a special meeting and do hereby consent that when the Directors and the Shareholders have signed this consent, or an exact counterpart hereof, the Resolutions hereinafter set forth shall be deemed to have been adopted to the same extent and shall have the same force and effect as if adopted at formal special meetings of the Directors and Shareholders of the Company, respectively, duly called and held for the purposes of acting upon proposals to adopt the following Resolutions:

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and it is hereby, authorized to merge with AptPages, Inc., a Texas corporation (the "Target"), pursuant to the terms and conditions of the Plan of Merger.

RESOLVED, that the Company hereby adopts, approves, ratifies, and authorizes the President to file with the Texas Secretary of State, the Articles of Merger.

RESOLVED, that in connection with the merger, the President of the Company be, and she hereby is, empowered, authorized, and directed on behalf of the Company, to execute and enter into any and all negotiations, agreements and consents, including, without limitation, the Plan of Merger and those certain Articles of Merger executed by and between the Company and the Target, in order to consummate the Merger.

RESOLVED, that the attestation of the signature of an officer of the Company will not be necessary, but if the attestation is required by any party in connection with any of the transactions contemplated by these resolutions, the secretary of the Company is hereby authorized to attest, for and on behalf of the Company, the signature of such officer upon any instrument, document or other writing executed

on behalf of the Company by such officer and to affix the seal of the Company thereto;

RESOLVED, that the President of the Company is hereby authorized to (a) sign, execute, certify to, verify and acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the Company, as, in her sole judgment, is necessary, desirable or appropriate in order to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the officers and Directors on behalf of the Company and all things done by their authority with respect to the proposed merger of the Company with the Target be, and the same are, hereby ratified and approved.

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IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names as the Directors and Shareholders of the Company, as of the date first written above in attestation to the accuracy of the foregoing written consent and of their approval of all actions taken as recited therein. Such consent may be attested to in several counterparts, each of which shall serve as an original for all purposes, but all copies of which shall constitute but one and the same agreement.

DATED TO BE EFFECTIVE as of the 26th day of April _____, 2005.

DIRECTOR:




LISA M. BENSON, Individually

BEING THE SOLE DIRECTOR

SHAREHOLDERS:



LISA M. BENSON, Individually



LAURAN LEE O'CONNOR, Individually

BEING ALL OF THE SHAREHOLDERS

**ELLIPSE COMMUNICATIONS, INC.
JOINT UNANIMOUS WRITTEN CONSENT OF DIRECTORS AND
SHAREHOLDERS IN LIEU OF SPECIAL MEETING**

April 15, 2005

The undersigned, being all of the members of the Board of Directors (the "Directors") and the shareholders (the "Shareholders") of ELLIPSE COMMUNICATIONS, INC., a Texas corporation (the "Company"), acting pursuant to the provisions of Articles 2.24 and 2.35 of the Texas Business Corporation Act, do hereby waive notice of the time, place and purpose of a special meeting and do hereby consent that when the Directors and the Shareholders have signed this consent, or an exact counterpart hereof, the Resolutions hereinafter set forth shall be deemed to have been adopted to the same extent and shall have the same force and effect as if adopted at formal special meetings of the Directors and Shareholders of the Company, respectively, duly called and held for the purposes of acting upon proposals to adopt the following Resolutions:

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RESOLVED, that the attestation of the signature of an officer of the Company will not be necessary, but if the attestation is required by any party in connection with any of the transactions contemplated by these resolutions, the secretary of the Company is hereby authorized to attest, for and on behalf of the Company, the signature of such officer upon any instrument, document or other writing executed

on behalf of the Company by such officer and to affix the seal of the Company thereto;

RESOLVED, that the President of the Company is hereby authorized to (a) sign, execute, certify to, verify and acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the Company, as, in her sole judgment, is necessary, desirable or appropriate in order to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the officers and Directors on behalf of the Company and all things done by their authority with respect to the proposed merger of the Company with the Target be, and the same are, hereby ratified and approved.

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IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names as the Directors and Shareholders of the Company, as of the date first written above in attestation to the accuracy of the foregoing written consent and of their approval of all actions taken as recited therein. Such consent may be attested to in several counterparts, each of which shall serve as an original for all purposes, but all copies of which shall constitute but one and the same agreement.

DATED TO BE EFFECTIVE as of the 26th day of April _____, 2005.

DIRECTOR:



LISA M. BENSON, Individually

BEING THE SOLE DIRECTOR

SHAREHOLDERS:



LISA M. BENSON, Individually



LAURAN LEE O'CONNOR, Individually

BEING ALL OF THE SHAREHOLDERS

EXHIBIT "A"

PLAN OF MERGER

(See attached)

APTPAGES, INC.
JOINT UNANIMOUS WRITTEN CONSENT OF DIRECTORS AND
SHAREHOLDERS IN LIEU OF SPECIAL MEETING

April 15, 2005

The undersigned, being all of the members of the Board of Directors (the "Directors") and the shareholders (the "Shareholders") of APTPAGES, INC., a Texas corporation (the "Company"), acting pursuant to the provisions of Articles 2.24 and 2.35 of the Texas Business Corporation Act, do hereby waive notice of the time, place and purpose of a special meeting and do hereby consent that when the Directors and the Shareholders have signed this consent, or an exact counterpart hereof, the Resolutions hereinafter set forth shall be deemed to have been adopted to the same extent and shall have the same force and effect as if adopted at special meetings of the Directors and Shareholders of the Company, respectively, duly called and held for the purposes of acting upon proposals to adopt the following Resolutions:

WHEREAS, the Company wishes to merge into ELLIPSE COMMUNICATIONS, Inc., a Texas corporation (the "Surviving Company"), pursuant to the terms and conditions of that certain Plan and Agreement of Merger (the "Plan of Merger"), such merger being in the best interests of the Company.

WHEREAS, in connection with such merger, the Company deems it necessary to enter into the Plan of Merger, by and between the Company and the Surviving Company, in the form as attached hereto as Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and it is hereby, authorized to merge into the Surviving Company pursuant to the terms and conditions of the Plan of Merger.

RESOLVED, that in connection with the merger, the President of the Company be, and she hereby is, empowered, authorized, and directed on behalf of the Company, to execute and enter into any and all negotiations, agreements and consents, including, without limitation, the Plan of Merger, and those certain Articles of Merger by and between the Company and the Surviving Company, in order to consummate the merger.

RESOLVED, that the attestation of the signature of an officer of the Company

will not be necessary, but if the attestation is required by any party in connection with any of the transactions contemplated by these resolutions, the Secretary of the Company is hereby authorized to attest, for and on behalf of the Company, the signature of such officer upon any instrument, document or other writing executed on behalf of the Company by such officer and to affix the seal of the Company thereto;

RESOLVED, that the President of the Company is hereby authorized to (a) sign, execute, certify to, verify and acknowledge, deliver, accept, file and record any and all instruments and documents, and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the Company, as, in her sole judgment, is necessary, desirable or appropriate in order to consummate the transactions contemplated by or otherwise to effect the purposes of the foregoing resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the officers and Directors on behalf of the Company and all things done by their authority with respect to the proposed merger of the Company with the Surviving Company be, and the same are, hereby ratified and approved."

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names as the Directors and Shareholders of the Company, as of the date first written above in attestation to the accuracy of the foregoing written consent and of their approval of all actions taken as recited therein. Such consent may be attested to in several counterparts, each of which shall serve as an original for all purposes, but all copies of which shall constitute but one and the same agreement.

DATED TO BE EFFECTIVE as of the 15th day of April, 2005.

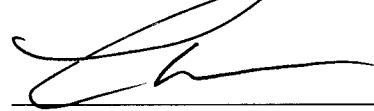
DIRECTORS:

A handwritten signature in black ink, appearing to read 'Lisa M. Benson', is written over a horizontal line.

LISA M. BENSON, Individually

BEING THE SOLE DIRECTOR

SHAREHOLDERS:



LISA M. BENSON, Individually



LAURAN LEE O'CONNER, Individually

BEING ALL OF THE SHAREHOLDERS

EXHIBIT "A"

PLAN OF MERGER

(See attached)