

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/25/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Direct Response Technologies, Inc.		01/25/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Digital River oneNetwork, Inc.
Doing Business As:	DBA Direct Response Technologies, Inc.
Street Address:	9625 West 76th Street
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2695854	DIRECTTRACK
Registration Number:	2521923	DIRECTLEADS

CORRESPONDENCE DATA

Fax Number: (612)233-1317
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-850-1688
 Email: sdempster@noakspa.com
 Correspondent Name: Shawn B. Dempster
 Address Line 1: 45 Island Road
 Address Line 4: North Oaks, MINNESOTA 55127

ATTORNEY DOCKET NUMBER:	D33-186-01-US
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NAME OF SUBMITTER:	Shawn B Dempster
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Signature:	/Shawn B Dempster/
Date:	03/28/2008
Total Attachments: 6 source=Direct Response Technologies to Digital River oneNetwork#page1.tif source=Direct Response Technologies to Digital River oneNetwork#page2.tif source=Direct Response Technologies to Digital River oneNetwork#page3.tif source=Direct Response Technologies to Digital River oneNetwork#page4.tif source=Direct Response Technologies to Digital River oneNetwork#page5.tif source=Direct Response Technologies to Digital River oneNetwork#page6.tif	

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 MERGER, WHICH MERGES:

"DIGITAL RIVER ONENETWORK CORPORATION", A MINNESOTA CORPORATION,

WITH AND INTO "DIRECT RESPONSE TECHNOLOGIES, INC." UNDER THE NAME OF "DIGITAL RIVER ONENETWORK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2006, AT 5:52 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4477578

DATE: 01-26-06

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TRADEMARK

REEL: 003748 FRAME: 0315

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 06:34 PM 01/25/2006
 FILED 05:52 PM 01/25/2006
 SRV 060074954 - 3083299 FILE

**CERTIFICATE OF MERGER
 OF
 DIGITAL RIVER ONENETWORK CORPORATION
 (a Minnesota corporation)
 INTO
 DIRECT RESPONSE TECHNOLOGIES, INC.
 (a Delaware corporation)**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, each of the undersigned corporations do hereby certify:

1. **Constituent Corporations.** The names of the corporations that are parties to the merger are:
 - a. **Direct Response Technologies, Inc. ("Direct Response"),** a Delaware corporation; and
 - b. **Digital River oneNetwork Corporation ("Merger Sub"),** a Minnesota corporation.
2. **Approval of Agreement and Plan of Merger.** The Agreement Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to the Minnesota Business Corporation Act, Chapter 302A and pursuant to Delaware General Corporation Law, Title 8, Section 252.
3. **Name of Surviving Corporation.** The name of the surviving corporation is Direct Response Technologies, Inc., a Delaware corporation, and will change its name to "Digital River oneNetwork, Inc.", a Delaware corporation.
4. **Certificate of Incorporation.** In connection with the merger, the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation as set forth on Exhibit A attached hereto.
5. **Effective Date and Time.** The effective date and time of the merger shall be the date on which this Certificate of Merger has been filed with the Secretary of State of Delaware and Articles of Merger and the Agreement and Plan of Merger have been filed with the Secretary of State of Minnesota.
6. **Agreement and Plan of Merger on File.** A copy of the Agreement and Plan of Merger is on file at 9625 West 76th Street, Suite 150, Eden Prairie, Minnesota 55344, the place of business of the surviving corporation.
7. **Agreement and Plan of Merger Available Upon Request.** A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, each of the parties has executed this Certificate of Merger on January 25, 2006.

DIRECT RESPONSE TECHNOLOGIES, INC. a Delaware corporation

By: [Signature]
Name: James Walker
Its: CEO

DIGITAL RIVER ONENETWORK CORPORATION, a Minnesota corporation

By: [Signature]
Name: Thomas M. Donnelly
Its: VP Financial Officer

[Signature Page to Certificate of Merger]

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**CERTIFICATE OF INCORPORATION
OF
DIGITAL RIVER ONE NETWORK, INC.**

ARTICLE I

The name of the corporation is Digital River oneNetwork, Inc. (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

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

ARTICLE IV

The total number of shares of that the Corporation shall have authority to issue is 1,000 shares of common stock, with a par value of \$0.001 per share (the "Common Stock").

ARTICLE V

A director of this Corporation shall, to the fullest extent permitted by the General Corporation Law as it now exists or as it may hereafter be amended, not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to this Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the General Corporation Law, or (4) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended, after approval by the stockholders of this Article V, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any amendment, repeal or modification of this Article V, or the adoption of any provision of this Certificate of Incorporation inconsistent with this Article V by the stockholders

Exhibit A

of this Corporation shall not apply to or adversely affect any right or protection of a director of this Corporation existing at the time of such amendment, repeal, modification or adoption.

ARTICLE VI

To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this Corporation (and any other persons to which Delaware law permits this Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders, and others.

ARTICLE VII

This Corporation reserves the right to adopt, amend, alter, supplement, rescind or repeal in any respect any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute or applicable law, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VIII

The Board of Directors may from time to time adopt, amend, alter, supplement, rescind or repeal any or all of the Bylaws of this Corporation without any action on the part of the stockholders; provided, however, that the stockholders may adopt, amend or repeal any Bylaw adopted by the Board of Directors, and no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement adopted by the stockholders.

ARTICLE IX

The number of directors of this Corporation shall be set from time to time by resolution of the Board of Directors, subject to the requirements set forth herein.

ARTICLE X

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

Exhibit A**ARTICLE XI**

Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. The books of this Corporation may be kept (subject to any statutory requirements) 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 this Corporation.

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