

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/23/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MessageOne Inc.		04/23/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Dell Marketing USA L.P.
Street Address:	One Dell Way
Internal Address:	RR1-33
City:	Round Rock
State/Country:	TEXAS
Postal Code:	78682
Entity Type:	PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3017758	MESSAGEONE
Registration Number:	3207314	ALERTFIND

CORRESPONDENCE DATA

Fax Number: (512)728-6844
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 512-728-7835
 Email: max_millican@dell.com
 Correspondent Name: Max Millican
 Address Line 1: One Dell Way
 Address Line 2: RR1-33
 Address Line 4: Round Rock, TEXAS 78682

ATTORNEY DOCKET NUMBER:	MESSAGEONE MERGER
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CH \$65.00 3017758

NAME OF SUBMITTER:	Max Helen Millican
Signature:	/mhmillican/
Date:	01/22/2009
Total Attachments: 7 source=MessageOne merger into Dell Marketing#page1.tif source=MessageOne merger into Dell Marketing#page2.tif source=MessageOne merger into Dell Marketing#page3.tif source=MessageOne merger into Dell Marketing#page4.tif source=MessageOne merger into Dell Marketing#page5.tif source=MessageOne merger into Dell Marketing#page6.tif source=MessageOne merger into Dell Marketing#page7.tif	

CERTIFICATE OF MERGER

OF

**MESSAGEONE INC.
(a Delaware corporation)**

WITH AND INTO

**DELL MARKETING USA L.P.
(a Texas limited partnership)**

FILED
In the Office of the
Secretary of State of Texas
APR 23 2008

Corporations Section

Pursuant to the provisions of the Texas Revised Limited Partnership Act, the undersigned adopt the following Articles of Merger:

1. An Agreement and Plan of Merger dated effective as of April 22, 2008 (the "Plan of Merger") by and between MessageOne Inc., a Delaware corporation, and Dell Marketing USA L.P., a Texas limited partnership, has been adopted in accordance with the provisions of Article 6132a, Section 2.11 of the Texas Revised Limited Partnership Act providing for the merger of MessageOne Inc. with and into Dell Marketing USA L.P., with Dell Marketing USA L.P. being the surviving entity. The Plan of Merger is attached hereto as Exhibit A.
2. The names of the entities participating in the merger and the states under the laws of which they are organized are as follows:

<u>Name of Entity</u>	<u>Entity Type</u>	<u>State</u>
MessageOne Inc.	Corporation	Delaware
Dell Marketing USA L.P.	Limited Partnership	Texas
3. As to each entity that is a party to the Plan of Merger, the Plan of Merger was authorized by all action required by the laws under which it was formed or organized and by its constituent documents.
4. Dell Marketing USA L.P., the surviving entity, will be responsible for the payment of all fees and franchise taxes of the merged entities and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

[SIGNATURE PAGE FOLLOWS]

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APR 23 2008
Secretary of State

Austin 957551v1

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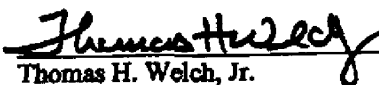
IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of April 22, 2008, and are being filed in accordance with Article 6132a, Section 2.11 of the Texas Revised Limited Partnership Act.

SURVIVING ENTITY:

DELL Marketing USA L.P.
a Texas limited partnership

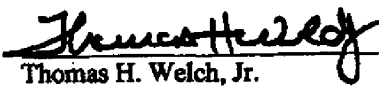
By: Dell Marketing USA GP L.L.C.
its general partner

By: Dell Marketing Corporation
its sole member

By: 
Name: Thomas H. Welch, Jr.
Title: Vice President and Assistant
Secretary

NON-SURVIVING ENTITY:

MESSAGEONE INC.
a Delaware corporation

By: 
Name: Thomas H. Welch, Jr.
Title: Vice President and Assistant
Secretary

SIGNATURE PAGE TO CERTIFICATE OF MERGER

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EXHIBIT A

Plan of Merger



AGREEMENT AND PLAN OF MERGER

BETWEEN

MESSAGEONE INC.

AND

DELL MARKETING USA L.P.

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger") is entered into as of April 22, 2008 (the "Effective Date"), by MessageOne Inc., a Delaware corporation (the "Non-Surviving Entity"), and Dell Marketing USA L.P., a Texas limited partnership ("Dell Marketing USA," and sometimes referred to herein as the "Surviving Limited Partnership").

WITNESSETH

WHEREAS, the Non-Surviving Entity is a corporation duly organized and validly existing under the laws of the State of Delaware;

WHEREAS, Dell Marketing USA is a limited partnership duly organized and validly existing under the laws of the State of Texas;

WHEREAS, Dell International Incorporated, a Delaware corporation ("DII"), owns all of the issued and outstanding capital stock of the Non-Surviving Entity and indirectly owns all of the interests of Dell Marketing USA;

WHEREAS, Dell Marketing USA LP L.L.C., a Delaware limited liability company, owns a 99% limited partner interest of Dell Marketing USA and Dell Marketing USA GP L.L.C., a Delaware limited liability company, owns a 1% general partner interest of Dell Marketing USA; and

WHEREAS, the board of directors of the Non-Surviving Entity and DII, as the sole stockholder of the Non-Surviving Entity, and Dell Marketing USA GP L.L.C. and Dell Marketing USA LP L.L.C., as the partners of Dell Marketing USA, have duly approved and adopted this Agreement and Plan of Merger providing for the merger of the Non-Surviving Entity with and into Dell Marketing USA with Dell Marketing USA surviving as the Surviving Limited Partnership as authorized by the laws of the States of Delaware and Texas (the "Merger").

NOW, THEREFORE, based on the foregoing premises, and in consideration of the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the Merger, the parties hereto have agreed and do hereby agree as follows:

1. The Non-Surviving Entity and Dell Marketing USA shall, pursuant to the applicable provisions of the Delaware General Corporation Law and the provisions of the Texas Revised Limited Partnership Act, be merged with and into a single limited partnership, to

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wit, the Surviving Limited Partnership, upon the Effective Date, which Surviving Limited Partnership shall continue to exist under its present name pursuant to the provisions of the laws of Texas. The separate existence of the Non-Surviving Entity shall cease on the Effective Date in accordance with the applicable provisions of the Delaware General Corporation Law.


2. On the Effective Date, the Surviving Limited Partnership shall: (a) assume all of the liabilities and obligations of the Non-Surviving Entity; (b) acquire all of the rights, privileges, immunities, powers and purposes of the Non-Surviving Entity; and (c) acquire all of the property of the Non-Surviving Entity, real and personal, without further act or deed.
3. The effective date of the Merger shall be the Effective Date.
4. The Certificate of Limited Partnership of Dell Marketing USA shall continue in full force and effect as the Certificate of Limited Partnership of the Surviving Limited Partnership until amended in the manner prescribed by the provisions of the laws of Texas.
5. The Limited Partnership Agreement of Dell Marketing USA shall be the Limited Partnership Agreement of the Surviving Limited Partnership and shall continue in full force and effect until changed, altered, or amended as provided in such Limited Partnership Agreement and in the manner prescribed by the provisions of the laws of Texas.
6. DII directly or indirectly owns all of the interests of the Non-Surviving Entity and the Surviving Limited Partnership. Accordingly, none of the issued and outstanding capital stock of the Non-Surviving Entity shall be converted into interests of the Surviving Limited Partnership. On the Effective Date, (a) by virtue of the Merger and without any further action on the part of the Non-Surviving Entity, its board of directors or its stockholders, all of the capital stock of the Non-Surviving Entity immediately prior to the Effective Date of the Merger shall be automatically called and extinguished and cease to exist, and (b) Dell Marketing USA LP L.L.C. shall continue to own a 99% limited partner interest of the Surviving Limited Partnership and Dell Marketing USA GP L.L.C. shall continue to own a 1% general partner interest of the Surviving Limited Partnership.
7. This Agreement and Plan of Merger has been approved by the Board of Directors and the sole stockholder of the Non-Surviving Entity and the partners of Dell Marketing USA in the manner prescribed by the laws of their respective jurisdictions of organization and constituent documents.
8. The Non-Surviving Entity and Dell Marketing USA hereby stipulate that they shall cause the appropriate officers, directors, stockholders and partners to execute, file and record any document or documents prescribed by the laws of the State of Delaware and the State of Texas, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
9. The proper officers, directors and partners of the Non-Surviving Entity and Dell Marketing USA, respectively, are each hereby authorized, empowered, and directed to do

any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided for.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written.

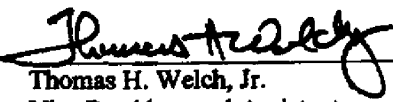
MESSAGEONE INC.
a Delaware corporation

By: 
Name: Thomas H. Welch, Jr.
Title: Vice President and Assistant Secretary

DELL MARKETING USA L.P.
a Texas limited partnership

By: Dell Marketing USA GP L.L.C.
its general partner

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