

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
INTERNET COMMERCE CORPORATION		05/11/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	EASYLINK SERVICES INTERNATIONAL CORPORATION		
Street Address:	6025 THE CORNERS PARKWAY		
Internal Address:	SUITES 100 AND 120		
City:	NORCROSS		
State/Country:	GEORGIA		
Postal Code:	30092		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2567989	B2B4B2C	
Registration Number:	2370364	ICC.NET	
Registration Number:	2260761	COMMERCESENSE	
CORRESPONDENCE DATA			
Fax Number:	(404)962-6736		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(404) 885-3038		
Email:	michael.brignati@troutmansanders.com		
Correspondent Name:	MICHAEL J. BRIGNATI, PH.D.		
Address Line 1:	TROUTMAN SANDERS LLP		
Address Line 2:	600 PEACHTREE STREET, N.E.		
Address Line 4:	ATLANTA, GEORGIA 30308-2216		
ATTORNEY DOCKET NUMBER:	043487.000020		

OP \$90.00 2567989

NAME OF SUBMITTER:	Michael J. Brignati, Ph.D.
Signature:	/Michael J. Brignati 60,890/
Date:	05/22/2009

Total Attachments: 146

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EASYLINK SERVICES INTERNATIONAL CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1991, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTEENTH DAY OF JULY, A.D. 1992, AT 12:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF SEPTEMBER, A.D. 1992, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1994, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1997, AT 9 O'CLOCK A.M.


CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "INFOSAFE SYSTEMS, INC." TO "INTERNET COMMERCE CORPORATION", FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1998, AT 9:01 O'CLOCK A.M.

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090452586




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7294536

DATE: 05-11-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
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Delaware

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The First State

CERTIFICATE OF RENEWAL, FILED THE SEVENTEENTH DAY OF MARCH,
A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF
APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-THIRD DAY OF
APRIL, A.D. 1999, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE SIXTH DAY OF JANUARY,
A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF AUGUST, A.D.
2000, AT 9 O'CLOCK A.M.

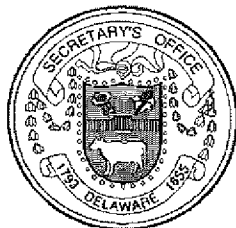
CERTIFICATE OF DESIGNATION, FILED THE TWENTY-NINTH DAY OF
APRIL, A.D. 2003, AT 7:26 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 2004, AT 9:57 O'CLOCK A.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. 2004.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 2005, AT 8:37 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE NINETEENTH DAY OF MAY,



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7294536

DATE: 05-11-09

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Delaware

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The First State

A.D. 2006, AT 4:46 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTH DAY OF JANUARY,
A.D. 2007, AT 12:49 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "INTERNET
COMMERCE CORPORATION" TO "EASYLINK SERVICES INTERNATIONAL
CORPORATION", FILED THE TWENTIETH DAY OF AUGUST, A.D. 2007, AT
1:14 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF
AUGUST, A.D. 2007, AT 8:59 O'CLOCK A.M.


CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SEVENTH
DAY OF JULY, A.D. 2008, AT 9:10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "EASYLINK SERVICES INTERNATIONAL
CORPORATION".

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7294536

DATE: 05-11-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

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CERTIFICATE OF INCORPORATION
OF
INFOSAFE SYSTEMS, INC.

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, do hereby set forth as follows:

FIRST: The name of the corporation is
INFOSAFE SYSTEMS, INC.

SECOND: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 15 East North Street, in the City of Dover, County of Kent, State of Delaware 19901 and the name of the registered agent at said address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	1,500	\$.01
PREFERRED	1,500	\$.01

The designations and the powers, preferences and rights, and the qualifications or restrictions thereof are as follows:

The Preferred shares shall be issued from time to time in one or more series, with such distinctive serial designations as shall be stated and expressed in the resolution or resolutions providing for the issue of such shares from time to time adopted by the Board of Directors; and in such resolution or resolutions providing for the issue of shares of each particular series; the Board of Directors is expressly authorized to fix the annual rate or rates of

dividends for the particular series; the dividend payment dates for the particular series and the date from which dividends on all shares of such series issued prior to the record date for the first dividend payment date shall be cumulative; the redemption price or prices for the particular series; the voting powers for the particular series; the rights, if any, of holders of the shares of the particular series to convert the same into shares of any other series or class or other securities of the corporation, with any provisions for the subsequent adjustment of such conversion rights; and to classify or reclassify any unissued preferred shares by fixing or altering from time to time any of the foregoing rights, privileges and qualifications.

All the Preferred shares of any one series shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative; and all preferred shares shall be of equal rank, regardless of series, and shall be identical in all respects except as to the particulars fixed by the Board as hereinabove provided or as fixed herein.

FIFTH: The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102(b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Sections grant the corporation the power to indemnify.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this fifteenth day of November, 1991.

RAY A. BARR
Ray A. Barr | Incorporator

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INFOSAFE SYSTEMS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is INFOSAFE SYSTEMS, INC.
2. The certificate of incorporation of the Corporation is hereby amended by striking out Article Fourth thereof and by substituting in lieu of said Article the following new Article:

"FOURTH:

I. The aggregate number of shares which the Corporation shall have authority to issue is Twenty-Five Million (25,000,000) shares, consisting of (i) Six Hundred Twenty-Four Thousand Four Hundred (624,400) shares of Class B Common Stock, \$.01 par value per share; (ii) Nineteen Million Three Hundred Seventy-Five Thousand Six Hundred (19,375,600) shares of Class A Common Stock, \$.01 par value per share; and (iii) Five Million (5,000,000) shares of preferred stock, \$.01 par value per share. The 1,115 issued and outstanding shares of common stock will be exchanged for 624,400 shares of Class B Common Stock at the rate of 560 shares of Class B Common Stock for each share of common stock.

II. Class A Common Stock and Class B Common Stock.

(A) General. The designations, preferences, limitations and relative rights of the Class A Common Stock and the Class B Common Stock shall be in all respect identical, except as stated in this Certificate of Incorporation or as otherwise required by law.

(B) Voting Rights.

(1) At each meeting of stockholders of the Corporation and upon each proposal presented at such meeting, every holder of Class A Common Stock shall be entitled to one vote in person or by proxy for each share of Class A Common Stock standing in his or her name on the stock transfer records of the Corporation and every holder of Class B Common Stock shall be entitled to six votes in person or by proxy for each shares of Class B Common Stock standing in his or her name on the stock transfer records of the Corporation.

(2) Except as provided in this Paragraph (B) or Paragraph (G) of this Section II or as may be otherwise required by law, the holders of Class A Common Stock and Class B Common Stock shall vote together as a single class with respect to all matters.

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(3) Except as may be otherwise required by law or stated in any Preferred Stock Designation (as defined in Section III of this Article Fourth), the holders of Class A Common Stock and Class B Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the Class A Common Stock and Class B Common Stock being entitled to vote as provided in this Paragraph (B) of this Section II.

(C) Dividends and Distributions. Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Certificate of Incorporation, as it may be amended from time to time, holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, in property or in shares of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that no cash, property or share dividend or distribution may be declared or paid on the outstanding shares of either the Class A Common Stock or the Class B Common Stock unless an identical per share dividend or distribution is simultaneously declared and paid on the outstanding shares of the other such class of stock; provided, further, however, that a dividend of shares may be declared and paid in Class A Common Stock to holders of Class A Common Stock and to holders of Class B Common Stock if the number of shares paid per share to holders of Class A Common Stock and to holders of Class B Common Stock shall be the same. If the Corporation shall in any manner subdivide, combine or reclassify the outstanding shares of Class A Common Stock or Class B Common Stock, the outstanding shares of the other such class shall be subdivided, combined or reclassified proportionally in the same manner and on the same basis as the outstanding shares of Class A Common Stock or Class B Common Stock, as the case may be, have been subdivided, combined or reclassified. A dividend in shares of Class A Common Stock may be paid to the holders of shares of any other class of the Corporation.

(D) Common Stock Subject to Priorities of Preferred Stock. The Class A Common Stock and Class B Common Stock are subject to all the powers, rights, privileges, preferences and priorities of the Preferred Stock as may be stated in this Certificate of Incorporation and in any Preferred Stock Designation.

(E) Liquidation Rights. Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders, if any, of the Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata on a share for share basis to the holders of the Class A Common Stock and Class B Common Stock, to the exclusion of the holders of the Preferred Stock.

(F) No Conversion of Class A Common Stock. The shares of Class A Common Stock are not convertible into or exchangeable for shares of Class B Common Stock or any other shares or securities of the Corporation.

(G) Conversion of Class B Common Stock.

(1) Optional Conversion. Each record holder of Class B Common Stock is entitled, at any time or from time to time, to convert any or

all of the shares of such holder's Class B Common Stock into shares of Class A Common Stock at the ratio of one share of Class A Common Stock for each share of Class B Common Stock.

(2) Optional Conversion Procedures.

(a) Each conversion of shares pursuant to Paragraph (G)(1) of this Section II hereof shall be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation at any time during normal business hours, together with a written notice by the holder stating the number of shares that such holder desires to convert. Such conversion shall be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered, and at such time, the rights of any such holder with respect to the converted shares of such holder will cease and the person or persons in whose name or names the certificate or certificates for shares are to be issued upon such conversion will be deemed to have become the holder or holders of record of such shares represented thereby.

(b) Promptly after such surrender, the Corporation will issue and deliver in accordance with the surrendering holder's instructions the certificate or certificates for the Class A Common Stock issuable upon such conversion and a conversion and a certificate representing any Class B Common Stock which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion, but which was not converted.

(3) Automatic Conversion. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon the sale or any other transfer thereof (including, without limitation, conveyance into a trust and transfer by the operation of any will or the laws of descent and distribution), except upon a sale or any other transfer to a person who immediately prior to such sale or transfer is a holder of a share or shares of Class B Common Stock.

(4) Issuance Costs. The issuance of certificates upon conversion of shares pursuant hereto will be made without charge to the holder or holders of such shares for any issuance tax (except stock transfer tax) in respect thereof or other costs incurred by the Corporation in connection therewith.

(5) Reservation of Shares. Solely for the purpose of issuance upon conversion of such shares as herein provided, the Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock such number of shares of Class A Common Stock as are then issuable upon the conversion of all outstanding shares of Class B Common Stock.

III. Preferred Stock. The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, including, without limitation, Series A Preferred Stock (as defined in Paragraph (A) of this Section III), and any other series designated by the Board of Directors pursuant to Paragraph (B) of this Section III.

(A) Convertible Preferred Stock

(1) Designation of the 9% Series A Cumulative Convertible Preferred Stock. The Corporation shall have authority to issue out of the authorized but unissued shares of Preferred Stock a series of Preferred Stock to be designated the Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The number of shares, powers, relative, participating, optional and other special rights, and the qualifications, limitations and restrictions, if any, of the Series A Preferred Stock shall be as set forth in this Paragraph (A).

(2) Number. The number of the shares of Series A Preferred Stock ("Series A Shares") shall be 125,000.

(3) Redemption. The Corporation will retire the Series A Preferred Stock by mandatory redemption ("sinking fund") as to 41,666 shares on July 30, 1994, 41,666 shares on July 30, 1995 and 41,667 shares on July 30, 1996 through the operation of a sinking fund calculated to retire the Series A Preferred Stock at a price per share equal to the Original Series A Issue Price (as defined in Paragraph (A)(4)) plus accrued dividends at the rate of 9% per annum. The amount of any sinking fund payment in any year shall be automatically reduced to the extent shares of Series A Preferred Stock are converted into Class A Common Stock pursuant to the provisions of Paragraph (A)(6) prior to the close of business on the sinking fund redemption date.

On and after the sinking fund redemption date, unless default shall be made by the Corporation in making provisions for payment of the redemption price, all rights of the holders of the Series A Preferred Stock to receive dividends and all rights of such holders to participate in the affairs of the Corporation as stockholders, except the right to receive the redemption price, without interest, shall cease.

(4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (collectively, a "Liquidation"), whether voluntary or involuntary, before any payment of cash or distribution of other property shall be made to the holders of Common Stock, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation legally available for distribution to its stockholders, an amount per share equal to (as such amount shall be adjusted to reflect subdivisions and combinations of shares and stock dividends), with respect to each outstanding share of Series A Preferred Stock, \$1.00 (the "Original Series A Issue Price"), together with all declared but unpaid dividends with respect to each such share (the "Liquidation Amount"). If the assets and funds legally available for distribution among the holders of Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then such assets and funds shall be distributed ratably among the holders of Preferred Stock in proportion to the total preferential amount which each such holder is entitled to receive.

(b) Any assets remaining after the distributions pursuant to Paragraph (A)(4)(a) shall be distributed on a pro rata basis to the holders of Common Stock.

(c) For purposes of this Paragraph (A)(4), a liquidation, dissolution or winding up of the Corporation shall not be deemed to be occasioned by, or to include, the Corporation's sale of all or substantially all of its assets or the consolidation or merger of the Corporation with or into any other corporation or corporations, or the effecting by the Corporation of a transaction or series of related transactions after the Original Issue Date, as hereinafter defined, in which more than 50% of the voting power of the Corporation is disposed.

(5) Voting Rights. Except as otherwise provided by law or this Restated Certificate of Incorporation, the holders of Series A Preferred Stock shall have no right to vote on any matter to be voted on by the Stockholders of the Corporation (including any election or removal of directors of the Corporation). The holders of each share of Series A Preferred Stock shall be entitled to receive notice, together with the holders of each share of Common Stock, of all stockholder meetings.

(6) Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert.

(i) Optional Conversion. Each share of Series A Preferred Stock shall be convertible at the option of the holder thereof at any time after the date of issuance of such shares, at the office of the Corporation or any transfer agent for Series A Preferred Stock, into fully paid and nonassessable shares of Class A Common Stock at the rate of \$3.00 per share. The initial Conversion Price for shares of Series A Preferred Stock shall be \$3.00; provided, however, that the Conversion Price shall be subject to adjustment as set forth below.

(ii) Upon conversion of the Series A Preferred Stock, the Class A Common Stock so issued shall be duly and validly issued, fully paid and nonassessable shares of the Corporation.

(b) Mechanics of Conversion. No fractional shares of Class A Common Stock shall be issued upon conversion of Series A Preferred Stock and the number of shares issuable upon such conversion shall be calculated to the nearest whole share. Except as provided in Paragraph (A)(6)(a)(ii), before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Class A Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice by mail, postage prepaid, to the Corporation at its principal corporate office, of the election to convert the same. The Corporation shall, not later than 45 days thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Class A Common Stock to which he shall be entitled as aforesaid (after aggregating all shares of Class A Common Stock issuable to such holder of Series A Preferred Stock upon conversion of the number of shares of Series A Preferred Stock at the time being converted) and a check in an amount equal to accrued but unpaid dividends as to this date with respect to such shares converted. In addition, if less than all of the shares represented by such certificates are

surrendered for conversion pursuant to Paragraph (A)(6)(a)(i), the Corporation shall issue and deliver to such holder a new certificate for the balance of the shares of Series A Preferred Stock not so converted. Except as provided in Paragraph (A)(6)(a)(ii), such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of such Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of such date.

(c) Adjustments to Conversion Price.

(i) Adjustments for Dividends, Distributions or Subdivisions. In the event the Corporation shall issue additional shares of Common Stock pursuant to a stock dividend, stock distribution or subdivision, the Conversion Price in effect immediately prior to such stock dividend, stock distribution or subdivision shall, concurrently with such stock dividend, stock distribution or subdivision, be proportionately decreased.

(ii) Adjustments for Combinations or Consolidations. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(iii) Adjustments for Issuances of Shares at Less than Conversion Price. In the event the Corporation shall sell additional shares of Common Stock for a consideration per share less than the Conversion Price on the date of the sale, the Conversion Price in effect immediately prior to such sale shall be changed to a price determined by dividing (i) the sum of (a) the total number of shares of Common Stock outstanding immediately prior to such sale, multiplied by the Conversion Price in effect immediately prior to such sale, and (b) the consideration, if any, received by the Corporation upon such sale by (ii) the total number of shares of Common Stock outstanding immediately after such sale.

(d) No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will, at all times in good faith, assist in the carrying out of all the provisions of this Paragraph (A)(6) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(e) Reservation of Stock Issuable Upon Conversion. The Corporation shall, at all times, reserve and keep available out of its authorized but unissued shares of Class A Common Stock solely for the purposes of effecting the conversion of the Series A Preferred Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to

effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then-outstanding shares of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Paragraph (A)(6), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) all such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) the number of shares of Class A Common Stock which at the time would be received upon the conversion of such Series A Preferred Stock.

(g) Notices of Record Date. In the event that the Corporation shall propose at any time:

(i) to declare any dividend or distribution upon the Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; or

(ii) to offer for subscription to the holders of any class or series of its capital stock any additional shares of stock of any class or series or any other rights; or

(iii) to effect any reclassification or recapitalization; or

(iv) to merge or consolidate with or into any other corporation, to sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up;

then, in connection with each such event, the Corporation shall send to the holders of the Series A Preferred Stock:

(1) at least 10 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least 10 days' prior written notice of the date of a stockholders meeting at which a vote on such matters shall take place (and specifying the date on which the holders of Common Stock shall be entitled to

exchange their Common Stock for securities or other property deliverable upon the occurrence of such event and the amount of securities or other property deliverable upon such event).

Each such written notice shall be given personally or by first class mail, postage prepaid, addressed to the holders of Series A Preferred Stock at the address for each such holder as shown on the books of the Corporation.

(7) Equal Rights. Each share of Series A Preferred Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Series A Preferred Stock unless the same dividend is paid on all shares of Series A Preferred Stock outstanding at the time of such payment.

(8) No Reissuance of Series A Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

(B) Additional Series of Preferred Stock

(1) Designation of Additional Series of Preferred Stock. The Board of Directors is hereby expressly authorized, by resolution or resolutions thereof, to provide for, designate and issue, out of the 5,000,000 authorized but undesignated and unissued shares of Preferred Stock, one or more series of Preferred Stock, subject to the terms and conditions set forth herein. Before any shares of any such series are issued, the Board of Directors shall fix, and hereby is expressly empowered to fix, by resolution or resolutions, the following provisions of the shares of any such series:

(a) the designation of such series, the number of shares to constitute such series and the stated value thereof, if different from the par value thereof;

(b) whether the shares of such series shall have voting rights or powers, in addition to any voting rights required by law, and, if so, the terms of such voting rights or powers, which may be full or limited;

(c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock or any other class or any other series of this class;

(d) whether the shares of such series shall be subject to redemption by the Corporation and, if so, the times, prices and other conditions of such redemption;

(e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or

involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and condition or exchange;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of this class;

(i) the conditions or restrictions, if any, to be effective while any shares of such series are outstanding upon the creation of indebtedness of the Corporation upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class; and

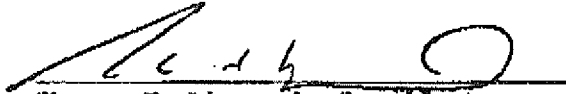
(j) any other powers, designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof.

The powers, designations, preferences and relative, participating, optional or other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The Board of Directors is hereby expressly authorized from time to time to increase (but not above the total number of authorized shares of Preferred Stock) or decrease (but not below the number of shares thereof then outstanding) the number of shares of stock of any series of Preferred Stock designated as any one or more series of Preferred Stock pursuant to this Paragraph (B)(1).

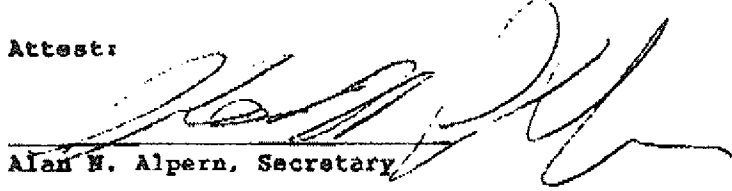
3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware. Prompt written notice of the adoption of the amendment herein certified has been given to those stockholders who have not been consented in writing thereto, as

provided in Section 228 of the General Corporation Law of the State of Delaware.

Signed and attested to on July 16, 1992.


Thomas H. Lipscomb, President

Attest:


Alan H. Alpern, Secretary

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

INFOSAFE SYSTEMS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is INFOSAFE SYSTEMS, INC.


2. The certificate of incorporation of the Corporation is hereby amended by striking out Paragraph I of Article Fourth thereof and by substituting in lieu of said Paragraph the following new Paragraph:

"FOURTH:

I. The aggregate number of shares which the Corporation shall have authority to issue is Twenty-Five Million (25,000,000) shares, consisting of (i) Six Million (6,000,000) shares of Class B Common Stock, \$.01 par value per share; (ii) Fourteen Million (14,000,000) shares of Class A Common Stock, \$.01 par value per share; and (iii) Five Million (5,000,000) shares of preferred stock, \$.01 par value per share."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware. Prompt written notice of the adoption of the amendment herein certified has been given to those stockholders who have not been consented in writing thereto, as provided in Section 228 of the General Corporation Law of the State of Delaware.

Signed and attested to on August 28, 1992.


Thomas H. Lipscomb, President

Attest:


Alan H. Alperin, Secretary

1526h

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INFOSAFE SYSTEMS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is INFOSAFE SYSTEMS, INC.

2. The certificate of incorporation of the Corporation is hereby amended by striking out Article Fourth thereof and by substituting in lieu of said Article the following new Article:

"FOURTH:

I. (a) The aggregate number of shares which the Corporation shall have authority to issue is Thirty One Million (31,000,000) shares, consisting of (i) Twenty Million (20,000,000) shares of Class A Common Stock, \$.01 par value per share; (ii) Two Million (2,000,000) shares of Class B Common Stock, \$.01 par value per share; (iii) Two Million (2,000,000) shares of Class E-1 Common Stock, \$.01 par value per share; (iv) Two Million (2,000,000) shares of Class E-2 Common Stock, \$.01 par value per share; and (v) Five Million (5,000,000) shares of preferred stock, \$.01 par value per share.

(b) As of September 20, 1994 ("Reverse Split Date"), each four shares of Class A Common Stock and Class B Common Stock then issued and outstanding was, without any further action on the part of the Corporation or any stockholder, automatically changed and reclassified into one share of Class A Common Stock or Class B Common Stock, as the case may be, and from and after the Reverse Split Date each certificate which theretofore represented any four shares of the then issued and outstanding Class A Common Stock or Class B Common Stock shall automatically be deemed to represent one share of Class A Common Stock or Class B Common Stock, as the case may be (the "Reverse Stock Split").

(c) No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split and each holder of shares shall be entitled to receive an amount equal to the fair value of any fractional interests with respect to the shares of Common Stock.

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II. Class A Common Stock, Class B Common Stock, Class E-1 and Class E-2 Common Stock.

(A) General. The designations, preferences, limitations and relative rights of the Class A Common Stock and the Class B Common Stock, the Class E-1 Common Stock and the Class E-2 Common Stock shall be in all respect identical, except as stated in this Certificate of Incorporation or as otherwise required by law.

(B) Voting Rights.

(1) At each meeting of stockholders of the Corporation and upon each proposal presented at such meeting, every holder of Class A Common Stock, Class E-1 Common Stock and Class E-2 Common Stock shall be entitled to one vote in person or by proxy for each share of Class A Common Stock, Class E-1 Common Stock and Class E-2 Common Stock standing in his or her name on the stock transfer records of the Corporation and every holder of Class B Common Stock shall be entitled to six votes in person or by proxy for each shares of Class B Common Stock standing in his or her name on the stock transfer records of the Corporation.

(2) Except as provided in this Paragraph (B) or Paragraphs (G) and (H) of this Section II or as may be otherwise required by law, the holders of Class A Common Stock, Class B Common Stock and Class E-1 and E-2 Common Stock shall vote together as a single class with respect to all matters.

(3) Except as may be otherwise required by law or stated in any Preferred Stock Designation (as defined in Section III of this Article Fourth), the holders of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock being entitled to vote as provided in this Paragraph (B) of this Section II.

(C) Dividends and Distributions. Except as provided in paragraph H, and subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Certificate of Incorporation, as it may be amended from time to time, holders of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock shall be entitled to receive such dividends and other distributions in cash, in property or in shares of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that no cash, property or share dividend or distribution may be declared or paid on the outstanding shares of either the Class A Common Stock, the Class B Common Stock, the Class E-1 Common Stock or the Class E-2 Common Stock unless an identical per share dividend or distribution is simultaneously declared and paid on the outstanding shares of the other such class of stock; provided, further, however, that a dividend of shares may be declared and paid in Class A Common Stock to holders

of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock if the number of shares paid per share to holders of Class A Common Stock, to holders of Class B Common Stock, to holders of Class E-1 Common Stock and to holders of Class E-2 Common Stock shall be the same. If the Corporation shall in any manner subdivide, combine or reclassify the outstanding shares of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock or Class E-2 Common Stock, the outstanding shares of the other such class shall be subdivided, combined or reclassified proportionally in the same manner and on the same basis as the outstanding shares of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock or Class E-2 Common Stock, as the case may be, have been subdivided, combined or reclassified. A dividend in shares of Class A Common Stock may be paid to the holders of shares of any other class of the Corporation.

(D) Common Stock Subject to Priorities of Preferred Stock. The Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock are subject to all the powers, rights, privileges, preferences and priorities of the Preferred Stock as may be stated in this Certificate of Incorporation and in any Preferred Stock Designation.

(E) Liquidation Rights. Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders, if any, of the Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rate on a share for share basis to the holders of the Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock, to the exclusion of the holders of the Preferred Stock.

(F) No Conversion of Class A Common Stock. The shares of Class A Common Stock are not convertible into or exchangeable for shares of Class B Common Stock or any other shares or securities of the Corporation.

(G) Conversion of Class B Common Stock.

(1) Optional Conversion. Each record holder of Class B Common Stock is entitled, at any time or from time to time, to convert any or all of the shares of such holder's Class B Common Stock into shares of Class A Common Stock at the ratio of one share of Class A Common Stock for each share of Class B Common Stock

(2) Optional Conversion Procedures.

(a) Each conversion of shares pursuant to Paragraph (G)(1) of this Section II hereof shall be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation at any time during normal business hours, together with a written notice by the holder stating the number of shares that such holder desires to convert. Such conversion shall be deemed to have been effected as of the close

of business on the date on which such certificate or certificates have been surrendered, and at such time, the rights of any such holder with respect to the converted shares of such holder will cease and the person or persons in whose name or names the certificate or certificates for shares are to be issued upon such conversion will be deemed to have become the holder or holders of record of such shares represented thereby.

(b) Promptly after such surrender, the Corporation will issue and deliver in accordance with the surrendering holder's instructions the certificate or certificates for the Class A Common Stock issuable upon such conversion and a certificate representing any Class B Common Stock which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion, but which was not converted.

(3) Automatic Conversion. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon the sale or any other transfer thereof (including, without limitation, conveyance into a trust and transfer by the operation of any will or the laws of descent and distribution), except upon a sale or any other transfer to a person who immediately prior to such sale or transfer is a holder of a share or shares of Class B Common Stock.

(4) Issuance Costs. The issuance of certificates upon conversion of shares pursuant hereto will be made without charge to the holder or holders of such shares for any issuance tax (except stock transfer tax) in respect thereof or other costs incurred by the Corporation in connection therewith.

(5) Reservation of Shares. Solely for the purpose of issuance upon conversion of such shares as herein provided, the Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock such number of shares of Class A Common Stock as are then issuable upon the conversion of all outstanding shares of Class B Common Stock.

(H) Class E Common Stock

(1) In General. The Class E-1 Common Stock and Class E-2 Common Stock (collectively, "Class E Common Stock") shall have all of the same rights as the Class A Common Stock and Class B Common Stock, except as specifically provided herein. On liquidation of the Corporation each outstanding share of Class E Common Stock shall have the same rights as a share of Class A Common Stock. Whenever any Class E Common Stock is outstanding, any other corporate action, including but not limited to any declaration of dividends (whether in cash, property or securities), distribution, repurchase, split or reverse split, reorganization, recapitalization, merger or consolidation, shall also affect equally all shares of Class A Common Stock, Class B Common Stock and Class E Common Stock, except that any transaction that results or would result in the holders of Class E Common Stock holding cash, new securities or other property (referred to herein as the "Class E Distribution Proceeds") shall be effected in such a fashion that the cash, new securities or other property issuable with respect

to each share of Class E Common Stock shall be held in trust by the Corporation or by such other person as it may appoint. Such trust shall terminate at the Determination Date (as defined below). During the period prior to the Determination Date, the Class E Common Stock itself (in addition to the Class E Distribution Proceeds) shall remain subject to the Escrow Conditions (as defined below), so that the disposition of the Class E Common Stock and corresponding Class E Distribution Proceeds shall be subject to the same Escrow Conditions. Any earnings of the cash, new securities or other property held in such trust shall be added to the corpus thereof, all of which shall be distributed promptly after the Determination Date, to the holders of Class E Common Stock as of the Determination Date, in proportion to their holdings of Class E Common Stock, except that if none of the Escrow Conditions (as defined below) shall have been satisfied on or before the Determination Date, then such corpus shall revert to the Corporation.

(2) Determination Date. The Determination Date shall be the earlier to occur of (i) the date any of the Escrow Conditions are satisfied, or (ii) March 31, 1999.

(3) E-1 Escrow Conditions.

The Escrow Conditions for the Class E-1 Common Stock shall be

(a) that the Corporation's "Income" (as defined below) shall have equalled or exceeded \$4,400,000 (adjusted as set forth below) for the fiscal year ending July 31, 1996.

(b) that the Corporation's Income shall have equalled or exceeded \$6,600,000 (adjusted as set forth below) for the fiscal year ending July 31, 1997,

(c) that the Corporation's Income shall have equalled or exceeded \$8,800,000 (adjusted as set forth below) for the fiscal year ending July 31, 1998.

(d) that the "Market Price" (as defined below) of the Class A Common Stock, when averaged over any 30 consecutive trading days all of which are less than 18 months after the "Effective Date" (as defined below), shall have equalled or exceeded \$12.50 per share, or

(e) that the Market Price of the Class A Common Stock, when averaged over any 30 consecutive trading days all of which are more than 18 and less than 36 months after the Effective Date, shall have equalled or exceeded \$16.50 per share.

(4) E-2 Escrow Conditions.

The Escrow Conditions for the Class E-2 Common Stock shall be

(a) that the Corporation's Income shall have equalled or exceeded \$5,400,000 (adjusted as set forth below) for the fiscal year ending July 31, 1996,

(b) that the Corporation's Income shall have equalled or exceeded \$8,100,000 (adjusted as set forth below) for the fiscal year ending July 31, 1997,

(c) that the Corporation's Income shall have equalled or exceeded \$10,800,000 (adjusted as set forth below) for the fiscal year ending July 31, 1998,

(d) that the Market Price of the Class A Common Stock, when averaged over any 30 consecutive trading days all of which are less than 18 months after the Effective Date shall have equalled or exceeded \$18.00 per share, or

(e) that the Market Price of the Class A Common Stock, when averaged over any 30 consecutive days all of which are more than 18 and less than 36 months after the Effective Date, shall have equalled or exceeded \$22.00 per share.

(5) Definitions.

(a) "Income" shall mean the Corporation's net income before provision for income taxes, but exclusive of any other earning that are classified as an extraordinary item, and exclusive of any charges to income that may result from the release of any securities of the Corporation from an escrow and the conversion of the Class E Common Stock into Class A Common Stock, as stated in the Corporation's financial statements for such fiscal year upon which independent auditors have given a report. For purposes of determining whether the above criteria are met at any Determination Date, the Income amounts set forth above shall be increased at any Determination Date by multiplying such Income amounts by a fraction, the numerator of which is the average weighted number of shares of Common Stock outstanding over the fiscal year for which the Escrow Condition is satisfied (including Class A and Class E Common Stock, and treating as outstanding common stock of any class issuable upon conversion of securities that are outstanding at the Determination Date and which are convertible into common stock without the payment of additional consideration ("Conversion Shares")) and the denominator of which is the sum of (i) the number of shares of Common Stock (Class A, Class E and Conversion Shares) which are outstanding (or, with respect to the Conversion Shares, treated as outstanding as set forth above) at the Effective Date, plus (ii) the number of shares of Common Stock sold under the "Registration Statement," as defined below.

(b) The "Registration Statement" shall mean that certain registration statement filed by the Corporation under the Securities Act of 1933, as amended, which is the first registration statement so filed by the Corporation with the United States Securities and Exchange Commission.

(c) The "Effective Date" shall mean the date on which the Registration Statement become effective within the meaning of Section 8 of the Securities Act of 1933, as amended.

(d) "Market Price" shall mean, in order of preferences, (i) the last reported sales price on a consolidated transaction reporting system, if the Class A Common Stock is listed on a national securities exchange or is listed on the Nasdaq National Market, (ii) the high closing bid price if such stock is otherwise quoted on the Nasdaq Stock Market, or (iii) otherwise, a bid price for such stock determined by such means as the Corporation's Board of Directors finds to be reasonable.

(6) Conversion.

(a) If on the Determination Date, any of the Escrow Conditions shall have been satisfied, then each share of Class E Common Stock shall be converted into one share of Class A Common Stock, and if on the Determination Date none of the Escrow Conditions shall have been satisfied, then the Class E Common Stock remaining in escrow shall be redeemed by the Corporation at a price per share of \$.0001 and cancelled without further obligation to the holder thereof. From and after the Determination Date the rights of the holders of Class E Common Stock shall be limited to the following: (i) in the event that any of the Escrow Conditions were satisfied at the Determination Date, the right to receive a certificate representing the number of shares of Class A Common Stock into which such Class E Common Stock was converted, and otherwise to the rights of a holder of such shares of Class A Common Stock; or (ii) in the event that none of the Escrow Conditions were satisfied at the Determination Date, no further right with respect to the Class E Common Stock, which is thereby cancelled, or with respect to any other property or securities previously issued with respect thereto.

(b) Solely for the purpose of issuance upon conversion of the Class E Common Stock as herein provided, the Corporation shall, at all times, reserve and keep available out of its authorized but unissued shares of Class A Common Stock such number of shares of Class A Common Stock as are then issuable upon the conversion of all outstanding shares of Class E Common Stock.

(7) No Transfer. No person holding shares of Class E Common Stock of record may transfer such shares, except by testamentary disposition or by operation of law, and any purported transfer other than as permitted by the preceding clause shall be ineffective, null and void.

(8) Registration. Shares of Class E Common Stock shall be registered in the names of the beneficial owners thereof and not in "street" or "nominee" name. For this purpose, a "beneficial owner" of any shares of Class E Common Stock shall mean a person who, or any entity which, possesses the power, either singly or jointly, to direct the voting or disposition of such shares. The Corporation shall note on the certificates for shares of Class E Common Stock the restrictions on transfer and registration.

III. Preferred Stock. The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock

in series, including, without limitation, Series A Preferred Stock (as defined in Paragraph (A) of this Section III), and any other series designated by the Board of Directors pursuant to Paragraph (B) of this Section III.

(A) Convertible Preferred Stock

(1) Designation of the 9% Series A Cumulative Convertible Preferred Stock. The Corporation shall have authority to issue out of the authorized but unissued shares of Preferred Stock a series of Preferred Stock to be designated the Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The number of shares, powers, relative, participating, optional and other special rights, and the qualifications, limitations and restrictions, if any, of the Series A Preferred Stock shall be as set forth in this Paragraph (A).

(2) Number. The number of the shares of Series A Preferred Stock ("Series A Shares") shall be 50,000.

(3) Redemption. The Corporation will retire the Series A Preferred Stock by mandatory redemption ("sinking fund") as to 41,666 shares on July 30, 1994, 41,666 shares on July 30, 1995 and 41,667 shares on July 30, 1996 through the operation of a sinking fund calculated to retire the Series A Preferred Stock at a price per share equal to the Original Series A Issue Price (as defined in Paragraph (A)(4)) plus accrued dividends at the rate of 9% per annum. The amount of any sinking fund payment in any year shall be automatically reduced to the extent shares of Series A Preferred Stock are converted into Class A Common Stock pursuant to the provisions of Paragraph (A)(6) prior to the close of business on the sinking fund redemption date.

On and after the sinking fund redemption date, unless default shall be made by the Corporation in making provisions for payment of the redemption price, all rights of the holders of the Series A Preferred Stock to receive dividends and all rights of such holders to participate in the affairs of the Corporation as stockholders, except the right to receive the redemption price, without interest, shall cease.

(4) Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (collectively, a "Liquidation"), whether voluntary or involuntary, before any payment of cash or distribution of other property shall be made to the holders of Common Stock, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation legally available for distribution to its stockholders, an amount per share equal to (as such amount shall be adjusted to reflect subdivisions and combinations of shares and stock dividends), with respect to each outstanding share of Series A Preferred Stock, \$1.00 (the "Original Series A Issue Price"), together with all declared but unpaid dividends with respect to each such share (the "Liquidation Amount"). If the assets and funds legally available for distribution among the holders of Preferred Stock shall be insufficient to permit the payment to

such holders of the full preferential amount, then such assets and funds shall be distributed ratably among the holders of Preferred Stock in proportion to the total preferential amount which each such holder is entitled to receive.

(b) Any assets remaining after the distributions pursuant to Paragraph (A)(4)(a) shall be distributed on a pro rata basis to the holders of Common Stock.

(c) For purposes of this Paragraph (A)(4), a liquidation, dissolution or winding up of the Corporation shall not be deemed to be occasioned by, or to include, the Corporation's sale of all or substantially all of its assets or the consolidation or merger of the Corporation with or into any other corporation or corporations, or the effecting by the Corporation of a transaction or series of related transactions after the Original Issue Date, as hereinafter defined, in which more than 50% of the voting power of the Corporation is disposed.

(5) Voting Rights. Except as otherwise provided by law or this Restated Certificate of Incorporation, the holders of Series A Preferred Stock shall have no right to vote on any matter to be voted on by the Stockholders of the Corporation (including any election or removal of directors of the Corporation). The holders of each share of Series A Preferred Stock shall be entitled to receive notice, together with the holders of each share of Common Stock, of all stockholder meetings.

(6) Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert.

(i) Optional Conversion. Each share of Series A Preferred Stock shall be convertible at the option of the holder thereof at any time after the date of issuance of such shares, at the office of the Corporation or any transfer agent for Series A Preferred Stock, into fully paid and nonassessable shares of Class A Common Stock at the rate of \$1.24975 per share. The initial Conversion Price for shares of Series A Preferred Stock shall be \$1.24975; provided, however, that the Conversion Price shall be subject to adjustment as set forth below.

(ii) Upon conversion of the Series A Preferred Stock, the Class A Common Stock so issued shall be duly and validly issued, fully paid and nonassessable shares of the Corporation.

(b) Mechanics of Conversion. No fractional shares of Class A Common Stock shall be issued upon conversion of Series A Preferred Stock and the number of shares issuable upon such conversion shall be calculated to the nearest whole share. Except as provided in Paragraph (A)(6)(a)(ii), before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Class A Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice by mail, postage

prepaid, to the Corporation at its principal corporate office, of the election to convert the same. The Corporation shall, not later than 45 days thereafter, issue and deliver at such office to such holder of Series A Preferred Stock, a certificate or certificates for the number of shares of Class A Common Stock to which he shall be entitled as aforesaid (after aggregating all shares of Class A Common Stock issuable to such holder of Series A Preferred Stock upon conversion of the number of shares of Series A Preferred Stock at the time being converted) and a check in an amount equal to accrued but unpaid dividends as to this date with respect to such shares converted. In addition, if less than all of the shares represented by such certificates are surrendered for conversion pursuant to Paragraph (A)(6)(a)(i), the Corporation shall issue and deliver to such holder a new certificate for the balance of the shares of Series A Preferred Stock not so converted. Except as provided in Paragraph (A)(6)(a)(ii), such conversion shall be deemed to have been made immediately prior to the close of business on the date of the surrender of the shares of such Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of such date.

(c) Adjustments to Conversion Price.

(i) Adjustments for Dividends, Distributions or Subdivisions. In the event the Corporation shall issue additional shares of Common Stock pursuant to a stock dividend, stock distribution or subdivision, the Conversion Price in effect immediately prior to such stock dividend, stock distribution or subdivision shall, concurrently with such stock dividend, stock distribution or subdivision, be proportionately decreased.

(ii) Adjustments for Combinations or Consolidations. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(iii) Adjustments for Issuances of Shares at Less than Conversion Price. In the event the Corporation shall sell additional shares of Common Stock for a consideration per share less than the Conversion Price on the date of the sale, the Conversion Price in effect immediately prior to such sale shall be changed to a price determined by dividing (i) the sum of (a) the total number of shares of Common Stock outstanding immediately prior to such sale, multiplied by the Conversion Price in effect immediately prior to such sale, and (b) the consideration, if any, received by the Corporation upon such sale by (ii) the total number of shares of Common Stock outstanding immediately after such sale.

(d) No Impairment The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder

by the Corporation, but will, at all times in good faith, assist in the carrying out of all the provisions of this Paragraph (A)(6) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(e) Reservation of Stock Issuable Upon Conversion. The Corporation shall, at all times, reserve and keep available out of its authorized but unissued shares of Class A Common Stock solely for the purposes of effecting the conversion of the Series A Preferred Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then-outstanding shares of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Paragraph (A)(6), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) all such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) the number of shares of Class A Common Stock which at the time would be received upon the conversion of such Series A Preferred Stock.

(g) Notices of Record Date. In the event that the Corporation shall propose at any time:

(i) to declare any dividend or distribution upon the Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; or

(ii) to offer for subscription to the holders of any class or series of its capital stock any additional shares of stock of any class or series or any other rights; or

(iii) to effect any reclassification or recapitalization; or

(iv) to merge or consolidate with or into any other corporation, to sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up, then, in connection with each such event, the Corporation shall send to the holders of the Series A Preferred Stock:

(1) at least 10 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least 10 days' prior written notice of the date of a stockholders meeting at which a vote on such matters shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event and the amount of securities or other property deliverable upon such event).

Each such written notice shall be given personally or by first class mail, postage prepaid, addressed to the holders of Series A Preferred Stock at the address for each such holder as shown on the books of the Corporation.

(7) Equal Rights. Each share of Series A Preferred Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Series A Preferred Stock unless the same dividend is paid on all shares of Series A Preferred Stock outstanding at the time of such payment.

(8) No Reissuance of Series A Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

(B) Additional Series of Preferred Stock

(1) Designation of Additional Series of Preferred Stock. The Board of Directors is hereby expressly authorized, by resolution or resolutions thereof, to provide for, designate and issue, out of the 4,950,000 authorized but undesignated and unissued shares of Preferred Stock, one or more series of Preferred Stock, subject to the terms and conditions set forth herein. Before any shares of any such series are issued, the Board of Directors shall fix, and hereby is expressly empowered to fix, by resolution or resolutions, the following provisions of the shares of any such series:

(a) the designation of such series, the number of shares to constitute such series and the stated value thereof, if different from the par value thereof;

(b) whether the shares of such series shall have voting rights or powers, in addition to any voting rights required by law, and, if so, the terms of such voting rights or powers, which may be full or limited;

(c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock or any other class or any other series of this class;

(d) whether the shares of such series shall be subject to redemption by the Corporation and, if so, the times, prices and other conditions of such redemption;

(e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and condition or exchange;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of this class;

(i) the conditions or restrictions, if any, to be effective while any shares of such series are outstanding upon the creation of indebtedness of the Corporation upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class; and

(j) any other powers, designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof.

The powers, designations, preferences and relative, participating, optional or other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The Board of Directors is hereby expressly authorized from time to time to increase (but not above the total number of authorized shares of Preferred Stock) or decrease (but not below the number of shares thereof then outstanding) the number of shares of stock of any series of Preferred Stock designated as any one or more series of Preferred Stock pursuant to this Paragraph (B)(1).

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware. Prompt written notice of the adoption of the amendment herein certified has been given to those stockholders who have not been consented in writing thereto, as provided in Section 228 of the General Corporation Law of the State of Delaware.

Signed and attested to on September 30, 1994.

/s/ Thomas H. Lipscomb
Thomas H. Lipscomb,
President

Attest:

/s/ Alan N. Alpern
Alan N. Alpern,
Assistant Secretary

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INFOSAFE SYSTEMS, INC.

Infosafe Systems, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. The present name of the Corporation is Infosafe Systems, Inc. and its original certificate of incorporation was filed with the office of the Secretary of the State of Delaware on November 18, 1991.
2. This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation (the "Board") and by a majority of the outstanding stock entitled to vote thereon and a majority of the outstanding stock of each class entitled to vote thereon as a class in accordance with Sections 228, 242 and 245 of the DGCL.
3. This Amended and Restated Certificate of Incorporation restates and integrates and further amends the certificate of incorporation of the Corporation, as heretofore amended (the "Certificate of Incorporation").
4. Upon the filing (the "Effective Time") of this Certificate of Incorporation pursuant to the DGCL, the number of authorized shares of the Corporation's Class A Common Stock shall be increased by 20,000,000 shares to an aggregate of 40,000,000 shares.
5. The text of the Certificate of Incorporation is amended and restated in its entirety as follows:

FIRST: The name of the corporation is

INFOSAFE SYSTEMS, INC.

SECOND: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 15 East North Street, in the City of Dover, County of Kent, State of Delaware 19901 and the name of the registered agent at said address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

FOURTH:

I.

a. The aggregate number of shares which the Corporation shall have authority to issue is Fifty One Million (51,000,000) shares, consisting of (i) Forty Million (40,000,000) shares of Class A Common Stock, \$.01 par value per share; (ii) Two Million (2,000,000) shares of Class B Common Stock, \$.01 par value per share; (iii) Two Million (2,000,000) shares of Class E-1 Common Stock, \$.01 par value per share; (iv) Two Million (2,000,000) shares of Class E-2 Common Stock, \$.01 par value per share; and (v) Five Million (5,000,000) shares of preferred stock, \$.01 par value per share.

b. As of September 20, 1994 ("Reverse Split Date"), each four shares of Class A Common Stock and Class B Common Stock then issued and outstanding was, without any further action on the part of the Corporation or any stockholder, automatically changed and reclassified into one share of Class A Common Stock or Class B Common Stock, as the case may be, and from and after the Reverse Split Date each certificate which theretofore represented any four shares of the then issued and outstanding Class A Common Stock or Class B Common Stock shall automatically be deemed to represent one share of Class A Common Stock or Class B Common Stock, as the case may be (the "Reverse Stock Split").

c. No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split and each holder of shares shall be entitled to receive an amount equal to the fair value of any fractional interests with respect to the shares of Common Stock.

II. Class A Common Stock, Class B Common Stock, Class E-1 and Class E-2 Common Stock.

A. General. The designations, preferences, limitations and relative rights of the Class A Common Stock and the Class B Common Stock, the Class E-1 Common Stock and the Class E-2 Common Stock shall be in all respect identical, except as stated in this Certificate of Incorporation or as otherwise required by law.

B. Voting Rights

(1) At each meeting of stockholders of the Corporation and upon each proposal presented at such meeting, every holder of Class A Common Stock, Class E-1 Common Stock and Class E-2 Common Stock shall be entitled to one vote in person or by proxy for each share of Class A Common Stock, Class E-1 Common Stock and Class E-2 Common Stock standing in his or her name on the stock transfer records of the Corporation and every holder of Class B Common Stock shall be entitled to six votes in person or by proxy for each shares of Class B Common Stock standing in his or her name on the stock transfer records of the Corporation.

(2) Except as provided in this Paragraph (B) or Paragraphs (G) and (H) of this Section II or as may be otherwise required by law, the holders of Class A Common Stock, Class B Common Stock and Class E-1 and E-2 Common Stock shall vote together as a single class with respect to all matters.

(3) Except as may be otherwise required by law or stated in any Preferred Stock Designation (as defined in Section III of this Article Fourth), the holders of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock being entitled to vote as provided in this Paragraph (B) of this Section II.

C. Dividends and Distributions. Except as provided in paragraph H, and subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Certificate of Incorporation, as it may be amended from time to time, holders of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock shall be entitled to receive such dividends and other distributions in cash, in property or in shares of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that no cash, property or share dividend or distribution may be declared or paid on the outstanding shares of either the Class A Common Stock, the Class B Common Stock, the Class E-1 Common Stock or the Class E-2 Common Stock, unless an identical per share dividend or distribution is simultaneously declared and paid on the outstanding shares of the other such class of stock; provided, further, however, that a dividend of shares may be declared and paid in Class A Common Stock to holders of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock if the number of shares paid per share to holders of Class A Common Stock, to holders of Class B Common Stock, to holders of Class E-1 Common Stock and to holders of Class E-2 Common Stock shall be the same. If the Corporation shall in any manner subdivide, combine or reclassify the outstanding shares of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock or Class E-2 Common Stock, the outstanding shares of the other such class shall be subdivided, combined or reclassified proportionally in the same manner and on the same basis as the outstanding shares of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock or Class E-2 Common Stock, as the case may be, have been subdivided, combined or reclassified. A dividend in shares of Class A Common Stock may be paid to the holders of shares of any other class of the Corporation.

D. Common Stock Subject to Priorities of Preferred Stock. The Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock are subject to all the powers, rights, privileges, preferences and priorities of the Preferred Stock as may be stated in this Certificate of Incorporation and in any Preferred Stock Designation.

E. Liquidation Rights. Upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders, if any, of the Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rate on a share for share basis to the holders of the Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock, to the exclusion of the holders of the Preferred Stock.

F. No Conversion of Class A Common Stock. The shares of Class A Common Stock are not convertible into or exchangeable for shares of Class B Common Stock or any other shares or securities of the Corporation.

G. Conversion of Class B Common Stock.

(1) Optional Conversion. Each record holder of Class B Common Stock is entitled, at any time or from time to time, to convert any or all of the shares of such holder's Class B Common Stock into shares of Class A Common Stock at the ratio of one share of Class A Common Stock for each share of Class B Common Stock.

(2) Optional Conversion Procedures.

(a) Each conversion of shares pursuant to Paragraph (G)(1) of this Section II hereof shall be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation at any time during normal business hours, together with a written notice by the holder stating the number of shares that such holder desires to convert. Such conversion shall be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered, and at such time, the rights of any such holder with respect to the converted shares of such holder will cease and the person or persons in whose name or names the certificate or certificates for shares are to be issued upon such conversion will be deemed to have become the holder or holders of record of such shares represented thereby.

(b) Promptly after such surrender, the Corporation will issue and deliver in accordance with the surrendering holder's instructions the certificate or certificates for the Class A Common Stock issuable upon such conversion and a conversion and a certificate representing any Class B Common Stock which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion, but which was not converted.

(3) Automatic Conversion. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon the sale or any other transfer thereof (including, without limitation, conveyance into a trust and transfer by the operation of any will or the laws of descent and distribution), except upon a sale or any other

transfer to a person who immediately prior to such sale or transfer is a holder of a share or shares of Class B Common Stock.

(4) Issuance Costs. The issuance of certificates upon conversion of shares pursuant hereto will be made without charge to the holder or holders of such shares for any issuance tax (except stock transfer tax) in respect thereof or other costs incurred by the Corporation in connection therewith.

(5) Reservation of Shares. Solely for the purpose of issuance upon conversion of such shares as herein provided, the Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock such number of shares of Class A Common Stock as are then issuable upon the conversion of all outstanding shares of Class B Common Stock.

H. Class E Common Stock

(1) In General. The Class E-1 Common Stock and Class E-2 Common Stock (collectively, "Class E Common Stock") shall have all of the same rights as the Class A Common Stock and Class B Common Stock, except as specifically provided herein. On liquidation of the Corporation, each outstanding share of Class E Common Stock shall have the same rights as a share of Class A Common Stock. Whenever any Class E Common Stock is outstanding, any other corporate action, including but not limited to any declaration of dividends (whether in cash, property or securities), distribution, repurchase, split or reverse split, reorganization, recapitalization, merger or consolidation, shall also affect equally all shares of Class A Common Stock, Class B Common Stock and Class E Common Stock, except that any transaction that results or would result in the holders of Class E Common Stock holding cash, new securities or other property (referred to herein as the "Class E Distribution Proceeds") shall be effected in such a fashion that the cash, new securities or other property issuable with respect to each share of Class E Common Stock shall be held in trust by the Corporation or by such other person as it may appoint. Such trust shall terminate at the Determination Date (as defined below). During the period prior to the Determination Date, the Class E Common Stock itself (in addition to the Class E Distribution Proceeds) shall remain subject to the Escrow Conditions (as defined below), so that the disposition of the Class E Common Stock and corresponding Class E Distribution Proceeds shall be subject to the same Escrow Conditions. Any earnings of the cash, new securities or other property held in such trust shall be added to the corpus thereof, all of which shall be distributed promptly after the Determination Date, to the holders of Class E Common Stock as of the Determination Date, in proportion to their holdings of Class E Common Stock, except that if none of the Escrow Conditions (as defined below) shall have been satisfied on or before the Determination Date, then such corpus shall revert to the Corporation.

(2) Determination Date. The Determination Date shall be the earlier to occur of (i) the date any of the Escrow Conditions are satisfied, or (ii) March 31, 1999.

(3) E-1 Escrow Conditions.

The Escrow Conditions for the Class E-1 Common Stock shall be

(a) that the Corporation's "Income" (as defined below) shall have equaled or exceeded \$4,400,000 (adjusted as set forth below) for the fiscal year ending July 31, 1996,

(b) that the Corporation's Income shall have equaled or exceeded \$6,600,000 (adjusted as set forth below) for the fiscal year ending July 31, 1997,

(c) that the Corporation's Income shall have equaled or exceeded \$8,800,000 (adjusted as set forth below) for the fiscal year ending July 31, 1998,

(d) that the "Market Price" (as defined below) of the Class A Common Stock, when averaged over any 30 consecutive trading days all of which are less than 18 months after the "Effective Date" (as defined below), shall have equaled or exceeded \$12.50 per share, or

(e) that the Market Price of the Class A Common Stock, when averaged over any 30 consecutive trading days all of which are more than 18 and less than 36 months after the Effective Date, shall have equaled or exceeded \$16.50 per share.

(4) E-2 Escrow Conditions.

The Escrow Conditions for the Class E-2 Common Stock shall be

(a) that the Corporation's Income shall have equaled or exceeded \$5,400,00 (adjusted as set forth below) for the fiscal year ending July 31, 1996,

(b) that the Corporation's Income shall have equaled or exceeded \$8,100,000 (adjusted as set forth below) for the fiscal year ending July 31, 1997,

(c) that the Corporation's Income shall have equaled or exceeded \$10,800,000 (adjusted as set forth below) for the fiscal year ending July 31, 1998,

(d) that the Market Price of the Class A Common Stock, when averaged over any 30 consecutive trading days all of which are less than 18 months after the Effective Date shall have equaled or exceeded \$18.00 per share, or

(e) that the Market Price of the Class A Common Stock, when averaged over any 30 consecutive days all of which are more than 18 and less than 36 months after the Effective Date, shall have equaled or exceeded \$22.00 per share.

(5) Definitions.

(a) "Income" shall mean the Corporation's net income before provision for income taxes, but exclusive of any other earnings that are classified as an extraordinary item, and exclusive of any charges to income that may result from the release of any securities of the Corporation from an escrow and the conversion of the Class E Common Stock into Class A Common Stock, as stated in the Corporation's financial statements for such fiscal year upon which independent auditors have given a report. For purposes of determining whether the above criteria are met at any Determination Date, the Income amounts set forth above shall be increased at any Determination Date by multiplying such Income amounts by a fraction, the numerator of which is the average weighted number of shares of Common Stock outstanding over the fiscal year for which the Escrow Condition is satisfied (including Class A and Class E Common Stock, and treating as outstanding common stock of any class issuable upon conversion of securities that are outstanding at the Determination Date and which are convertible into common stock without the payment of additional consideration ("Conversion Shares")) and the denominator of which is the sum of (i) the number of shares of Common Stock (Class A, Class E and Conversion Shares) which are outstanding (or, with respect to the Conversion Shares, treated as outstanding as set forth above) at the Effective Date, plus (ii) the number of shares of Common Stock sold under the "Registration Statement," as defined below.

(b) The "Registration Statement" shall mean that certain registration statement filed by the Corporation under the Securities Act of 1933, as amended, which is the first registration statement so filed by the Corporation with the United States Securities and Exchange Commission.

(c) The "Effective Date" shall mean the date on which the Registration Statement became effective within the meaning of Section 8 of the Securities Act of 1933, as amended.

(d) "Market price" shall mean, in order of preferences, (i) the last reported sales price on a consolidated transaction reporting system, if the Class A Common Stock is listed on a national securities exchange or is listed on the Nasdaq National Market, (ii) the high closing bid price if such stock is otherwise quoted on the Nasdaq Stock Market, or (iii) otherwise, a bid price for such stock determined by such means as the Corporation's Board of Directors finds to be reasonable.

(6) Conversion.

(a) If on the Determination Date, any of the Escrow Conditions shall have been satisfied, then each share of Class E Common Stock shall be converted into one share of Class A Common Stock, and if on the Determination Date none of the Escrow Conditions shall have been satisfied, then the Class E Common Stock remaining in escrow shall be redeemed by the Corporation at a price per share of \$.0001 and canceled without

further obligation to the holder thereof. From and after the Determination Date, the rights of the holders of Class E Common Stock shall be limited to the following: (i) in the event that any of the Escrow Conditions were satisfied at the Determination Date, the right to receive a certificate representing the number of shares of Class A Common Stock into which such Class E Common Stock was converted, and otherwise to the rights of a holder of such shares of Class A Common Stock; or (ii) in the event that none of the Escrow Conditions were satisfied at the Determination Date, no further right with respect to the Class E Common Stock, which is thereby canceled, or with respect to any other property or securities previously issued with respect thereto.

(b) Solely for the purpose of issuance upon conversion of the Class E Common Stock as herein provided, the Corporation shall, at all times, reserve and keep available out of its authorized but unissued shares of Class A Common Stock such number of shares of Class A Common Stock as are then issuable upon the conversion of all outstanding shares of Class E Common Stock.

(7) No Transfer. No person holding shares of Class E Common Stock of record may transfer such shares, except by testamentary disposition or by operation of law, and any purported transfer other than as permitted by the preceding clause shall be ineffective, null and void.

(8) Registration. Shares of Class E Common Stock shall be registered in the names of the beneficial owners thereof and not in "street" or "nominee" name. For this purpose, a "beneficial owner" of any shares of Class E Common Stock shall mean a person who, or any entity which, possesses the power, either singly or jointly, to direct the voting or disposition of such shares. The Corporation shall note on the certificates for shares of Class E Common Stock the restrictions on transfer and registration.

III. Preferred Stock. The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, including, without limitation, Series A Preferred Stock (as defined in Paragraph (A) of this Section III), and any other series designated by the Board of Directors pursuant to Paragraph (B) of this Section III.

A. Convertible Preferred Stock

1. Designation of the 9% Series A Cumulative Convertible Preferred Stock. The Corporation shall have authority to issue out of the authorized but unissued shares of Preferred Stock a series of Preferred Stock to be designated the Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The number of shares, powers, relative, participating, optional and other special rights, and the qualifications, limitations and restrictions, if any, of the Series A Preferred Stock shall be as set forth in this Paragraph (A).

2. Number. The number of the shares of Series A Preferred Stock ("Series A Shares") shall be 50,000.

3. Redemption. The Corporation will retire the Series A preferred Stock by mandatory redemption ("sinking fund") as to 41,666 shares of July 30, 1994, 41,666 shares of July 30, 1995 and 41,667 shares of July 30, 1996 through the operation of a sinking fund calculated to retire the Series A Preferred Stock at a price per share equal to the Original Series A Issue Price (as defined in Paragraph (A)(4)) plus accrued dividends at the rate of 9% per annum. The amount of any sinking fund payment in any year shall be automatically reduced to the extent shares of Series A Preferred Stock are converted into Class A Common Stock pursuant to the provisions of Paragraph (A)(6) prior to the close of business on the sinking fund redemption date.

On and after the sinking fund redemption date, unless default shall be made by the Corporation in making provisions for payment of the redemption price, all rights to participate in the affairs of the Corporation as stockholders, except the right to receive the redemption price, without interest, shall cease.

4. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (collectively, a "Liquidation"), whether voluntary or involuntary, before any payment of cash or distribution of other property shall be made to the holders of Common Stock, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation legally available for distribution to its stockholders, an amount per share equal to (as such amount shall be adjusted to reflect subdivisions and combinations of shares and stock dividends), with respect to each outstanding share of Series A preferred Stock, \$1.00 (the "Original Series A Issue Price"), together with all declared but unpaid dividends with respect to each such share (the "Liquidation Amount"). If the assets and funds legally available for distribution among the holders of Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then such assets and funds shall be distributed ratably among the holders of Preferred Stock in proportion to the total preferential amount which each such holder is entitled to receive.

(b) Any assets remaining after the distributions pursuant to Paragraph (A)(4)(a) shall be distributed on a pro rata basis to the holders of Common Stock.

(c) For purposes of this Paragraph (A)(4), a liquidation, dissolution or winding up of the Corporation shall not be deemed to be occasioned by, or to include, the Corporation's sale of all or substantially all of its assets or the consolidation or merger of the Corporation with or into any other corporation or corporations, or the effecting by the Corporation of a transaction or series of related transactions after the Original Issue Date, as hereinafter defined, in which more than 50% of the voting power of the Corporation is disposed.

5. Voting Rights. Except as otherwise provided by law or this Restated Certificate of Incorporation, the holders of Series A Preferred Stock shall have no right to vote on any matter to be voted on by the Stockholders of the Corporation (including any election or removal of directors of the Corporation). The holders of each share of Series A Preferred Stock shall be entitled to receive notice, together with the holders of each share of Common Stock, of all stockholder meetings.

6. Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert.

i) Optional Conversion. Each share of Series A Preferred Stock shall be convertible at the option of the holder thereof at any time after the date of issuance of such shares, at the office of the Corporation or any transfer agent for Series A Preferred Stock, into fully paid and nonassessable shares of Class A Common Stock at the rate of \$1.24975 per share. The initial Conversion Price for shares of Series A Preferred Stock shall be \$1.24975; provided, however, that the Conversion Price shall be subject to adjustment as set forth below.

ii) Upon conversion of the Series A Preferred Stock, the Class A Common Stock so issued shall be duly and validly issued, fully paid and nonassessable shares of the Corporation.

(b) Mechanics of Conversion. No fractional shares of Class A Common Stock shall be issued upon conversion of Series A Preferred Stock and the number of shares issuable upon such conversion shall be calculated to the nearest whole share. Except as provided in Paragraph (A)(6)(a)(ii), before any holder of Series A Preferred Stock shall be entitled to convert the same into full shares of Class A Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice by mail, postage prepaid, to the Corporation at its principal corporate office, of the election to convert the same. The Corporation shall, not later than 45 days thereafter, issue and deliver at such office to such holder of Series A preferred Stock, a certificate or certificates for the number of shares of Class A Common Stock to which he shall be entitled as aforesaid (after aggregating all shares of Class A Common Stock issuable to such holder of Series A Preferred Stock upon conversion of the number of shares of Series A Preferred Stock at the time being converted) and a check in an amount equal to accrued but unpaid dividends as to this date with respect to such shares converted. In addition, if less than all of the shares represented by such certificates are surrendered for conversion pursuant to Paragraph (A)(6)(a)(i), the Corporation shall issue and deliver to such holder a new certificate for the balance of the shares of Series A Preferred Stock not so converted. Except as provided in Paragraph (A)(6)(a)(ii), such conversion shall be deemed to have been made immediately prior to the close of business on

the date of the surrender of the shares of such Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Class A Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of such date.

(c) Adjustments to Conversion Price.

i) Adjustments for Dividends, Distributions or Subdivisions. In the event the Corporation shall issue additional shares of Common Stock pursuant to a stock dividend, stock distribution or subdivision, the Conversion Price in effect immediately prior to such stock dividend; stock distribution or subdivision shall, concurrently with such stock dividend, stock distribution or subdivision, be proportionately decreased.

ii) Adjustments for Combinations or Consolidations. In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

iii) Adjustments for Issuances of Shares at Less than Conversion Price. In the event the Corporation shall sell additional shares of Common Stock for a consideration per share less than the Conversion Price on the date of the sale, the Conversion Price in effect immediately prior to such sale shall be changed to a price determined by dividing (i) the sum of (a) the total number of shares of Common Stock outstanding immediately prior to such sale, multiplied by the Conversion Price in effect immediately prior to such sale, and (b) the consideration, if any, received by the Corporation upon such sale by (ii) the total number of shares of Common Stock outstanding immediately after such sale.

(d) No impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will, at all times in good faith, assist in the carrying out of all the provisions of this Paragraph (A)(6) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(e) Reservation of Stock Issuable Upon Conversion. The Corporation shall, at all times, reserve and keep available out of its authorized but unissued shares of Class A Common Stock solely for the purposes of effecting the conversion of the Series A Preferred Stock, such number of its shares of Class A Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Class A

Common Stock shall not be sufficient to effect the conversion of all then-outstanding shares of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purposes.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Paragraph (A)(6), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) all such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) the number of shares of Class A Common Stock which at the time would be received upon the conversion of such Series A Preferred Stock.

(g) Notices of Record Date. In the event that the Corporation shall propose at any time:

i) to declare any dividend or distribution upon the Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; or

ii) to offer for subscription to the holders of any class or series of its capital stock any additional shares of stock of any class or series or any other rights; or

iii) to effect any reclassification or recapitalization; or

iv) to merge or consolidate with or into any other corporation, to sell, lease or convey all or substantially all its property or business, or to liquidate, dissolve or wind up, then, in connection with each such event, the Corporation shall send to the holders of the Series A Preferred Stock:

(1) at least 10 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote in respect of the matters referred to in (iii) and (iv) above; and

(2) in the case of the matters referred to in (iii) and (iv) above, at least 10 days' prior written notice of the date of a stockholders meeting at which a vote on such matters shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other

property deliverable upon the occurrence of such event and the amount of securities or other property deliverable upon such event).

Each such written notice shall be given personally or by first class mail, postage prepaid, addressed to the holders of Series A Preferred Stock at the address for each such holder as shown on the books of the Corporation.

7. Equal Rights. Each share of Series A Preferred Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Series A Preferred Stock unless the same dividend is paid on all shares of Series A Preferred Stock outstanding at the time of such payment.

8. No Reissuance of Series A Preferred Stock. No share or shares of Series A Preferred Stock acquired by the Corporation by reason of purchase, conversion or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue.

B. Additional Series of Preferred Stock

1. Designation of Additional Series of Preferred Stock. The Board of Directors is hereby expressly authorized, by resolution or resolutions thereof, to provide for, designate and issue, out of the 4,950,000 authorized but undesignated and unissued shares of Preferred Stock, one or more series of Preferred Stock, subject to the terms and conditions set forth herein. Before any shares of any such series are issued, the Board of Directors shall fix, and hereby is expressly empowered to fix, by resolution or resolutions, the following provisions of the shares of any such series:

(a) the designation of such series, the number of shares to constitute such series and the stated value thereof, if different from the par value thereof;

(b) whether the shares of such series shall have voting rights or powers, in addition to any voting rights required by law, and, if so, the terms of such voting rights or powers, which may be full or limited;

(c) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock or any other class or any other series of this class;

(d) whether the shares of such series shall be subject to redemption by the Corporation and, if so, the times, prices and other conditions of such redemption;

(c) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and condition or exchange;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of this class;

(i) the conditions or restrictions, if any, to be effective while any shares of such series are outstanding upon the creation of indebtedness of the Corporation upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class; and

(j) any other powers, designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof.

The powers, designations, preferences and relative, participating, optional or other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The Board of Directors is hereby expressly authorized from time to time to increase (but not above the total number of authorized shares of Preferred Stock) or decrease (but not below the number of shares thereof then outstanding) the number of shares of stock of any series of Preferred Stock designated as any one or more series of Preferred Stock pursuant to this Paragraph (B)(1).

FIFTH: The name and address of the incorporator are as follows:

NAME

ADDRESS

Ray A. Barr

10 Bank Street
White Plains, New York 10606

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

(1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-Laws of the corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of

law, (3) liability under Section 174 of the Delaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provisions to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102(b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102(b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Section grant the corporation power to indemnify.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Incorporation to be executed this 27th day of August, 1997.

INFOSAFE SYSTEMS, INC.

By: *Arthur R. Medici*
Arthur R. Medici
President and Chief Executive Officer

CERTIFICATE OF MERGER

of

INTERNET COMMERCE CORPORATION
(a Delaware Corporation)

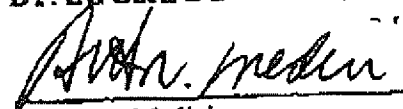
into

INFOSAFE SYSTEMS, INC.
(a Delaware Corporation)

It is hereby certified that:

1. Infosafe Systems, Inc. is a corporation of the State of Delaware.
2. Internet Commerce Corporation is a corporation of the State of Delaware.
3. An agreement of merger has been approved, adopted, executed, certified, and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware ("DGCL").
4. The name of the surviving corporation shall be Infosafe Systems, Inc.
5. The certificate of incorporation for the surviving corporation shall be that of Infosafe Systems, Inc., as amended.
6. The executed agreement of merger is on file at the office of Infosafe Systems, Inc. located at 805 Third Avenue, New York, New York, 10020.
7. A copy of the agreement of merger will be furnished by Infosafe Systems, Inc., on the request and without cost, to any stockholder of any constituent corporation.

BY: INFOSAFE SYSTEMS, INC.


Arthur R. Medici
President

52803

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/23/1998
981383187 - 2279234

No. 6812 P. 2-2

TRADEMARK
REEL: 003992 FRAME: 0549

**CERTIFICATE OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE
OF INCORPORATION OF INFOSAFE SYSTEMS, INC.**

Infosafe Systems, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. The present name of the Corporation is Infosafe Systems, Inc. and its original certificate of incorporation was filed with the office of the Secretary of the State of Delaware on November 18, 1991.

2. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation (the "Board") and by a majority of the outstanding stock entitled to vote thereon and a majority of the outstanding stock of each class entitled to vote thereon as a class in accordance with Sections 228, 242 and of the DGCL.

3. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation amends the certificate of incorporation of the Corporation, as heretofore amended (the "Certificate of Incorporation").

4. Upon the filing (the "Effective Time") of this Certificate of Amendment to the Certificate of Incorporation pursuant to the DGCL, the number of authorized shares of the Corporation's Class A Common Stock shall be 40,000,000, Class B Common Stock 2,000,000, Class B-1 Common Stock 2,000,000, Class B-2 Common Stock 2,000,000, and Preferred Stock 5,000,000.

5. The text of the Certificate of Incorporation is hereby amended by striking out Article First thereof and by substituting in lieu of said Article as follows:

FIRST: The name of the corporation is

Internet Commerce Corporation

6. The text of the Certificate of Incorporation is hereby amended by striking out Article Fourth, Sections I and III in their entirety and replacing in lieu of said Sections of Article Fourth as follows:

FOURTH:

I. ~~Capital Stock. Reverse Stock Split.~~

22009

(1) The aggregate number of shares which the Corporation shall have authority to issue is Fifty One Million (51,000,000) shares, consisting of (i) Forty Million (40,000,000) shares of Class A Common Stock, \$.01 par value per share; (ii) Two Million (2,000,000) shares of Class B Common Stock, \$.01 par value per share; (iii) Two Million (2,000,000) shares of Class E-1 Common Stock, \$.01 par value per share; (iv) Two Million (2,000,000) shares of Class E-2 Common Stock, \$.01 par value per share; and (v) Five Million (5,000,000) shares of preferred stock, \$.01 par value per share.

(2) As of the Consent Effective Date ("Reverse Split Date"), each five (5) shares of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock then issued and outstanding was, without any further action on the part of the Corporation or any stockholder, automatically changed and reclassified into one share of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock and Class E-2 Common Stock, as the case may be, and from and after the Reverse Split Date each certificate which theretofore represented any five (5) shares of the then issued and outstanding Class A Common Stock, Class B Common Stock, Class E-1 Common Stock, or Class E-2 Common Stock shall automatically be deemed to represent one share of Class A Common Stock, Class B Common Stock, Class E-1 Common Stock, or Class E-2 Common Stock, as the case may be (the "Reverse Stock Split").

(3) No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split and each holder of shares shall be entitled to receive an amount equal to the fair value of any fractional interests with respect to the shares of Common Stock.

* * *

III. Preferred Stock. The Board of Directors of the Corporation is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series designated by the Board of Directors pursuant to this Section III.

A. Series of Preferred Stock

I. Designation of Series of Preferred Stock. The Board of Directors is hereby expressly authorized, by resolution or resolutions thereof, to provide for, designate and issue, out of the 5,000,000 authorized but undesignated and unissued shares of Preferred Stock, one or more series of Preferred Stock, subject to the terms and conditions set forth herein. Before any shares of any such series are issued, the Board of Directors shall fix, and hereby is expressly empowered to fix, by resolution or resolutions, the following provisions of the shares of any such series:

(i) the designation of such series, the number of shares to constitute such series and the stated value thereof, if different from the par value thereof;

(ii) whether the shares of such series shall have voting rights or powers, in addition to any voting rights required by law, and, if so, the terms of such voting rights or powers, which may be full or limited;

(iii) the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, and the preference or relation which such dividends shall bear to the dividends payable on any shares of stock or any other class or any other series of this class;

(iv) whether the shares of such series shall be subject to redemption by the Corporation and, if so, the times, prices and other conditions of such redemption;

(v) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the Corporation;

(vi) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;

(vii) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and condition or exchange;

(viii) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation of, the Common Stock or shares of stock of any other class or any other series of this class;

(ix) the conditions or restrictions, if any, to be effective while any shares of such series are outstanding upon the creation of indebtedness of the Corporation upon the issue of any additional stock, including additional shares of such series or of any other series of this class or of any other class; and

(x) any other powers, designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof.

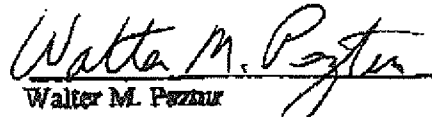
The powers, designations, preferences and relative, participating, optional or other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The Board of Directors is hereby expressly authorized from time to time to increase (but not above

the total number of authorized shares of Preferred Stock) or decrease (but not below the number of shares thereof then outstanding) the number of shares of stock of any series of Preferred Stock designated as any one or more series of Preferred Stock pursuant to this Paragraph (A)(1).

IN WITNESS WHEREOF, the Corporation has caused this Certificate of amendment to be executed this 23rd day of September, 1998.

INFOSAFE SYSTEMS, INC.

By:


Walter M. Pezaur
Corporate Secretary

55005

CERTIFICATE FOR
RENEWAL AND REVIVAL OF CHARTER
OF
INTERNET COMMERCE CORPORATION

INTERNET COMMERCE CORPORATION, a corporation organized under the laws of Delaware, the certificate of incorporation of which was filed in the office of the Secretary of State on the eighteenth day of November, 1991, and recorded in the office of the Recorder of Deeds for Kent county, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of the corporation is
INTERNET COMMERCE CORPORATION
2. Its registered office in the State of Delaware is located at United Corporate Services, Inc., 15 East North Street, in the City of Dover, County of Kent, State of Delaware 19901. The name of its registered agent at that address is United Corporate Services, Inc.
3. The date when the restoration, renewal, and revival of the charter of this company is to commence is February 28, 1999, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
4. This corporation was duly organized and carried on the business authorized by its charter until March 1, 1999, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters, Walter M. Psztur, the last acting Vice President of INTERNET COMMERCE CORPORATION, has hereunto set his hand to this certificate this seventeenth day of March, 1999.

By: S/WALTER M. PSZTUR
Walter M. Psztur, Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/17/1999
991103485 - 2279234

TRADEMARK

REEL: 003992 FRAME: 0554

**CERTIFICATE OF
DESIGNATION OF SERIES AND
DETERMINATION OF RIGHTS AND PREFERENCES OF
SERIES A CONVERTIBLE REDEEMABLE PREFERRED STOCK OF
INTERNET COMMERCE CORPORATION**

Internet Commerce Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), acting pursuant to Section 151 of the Delaware General Corporation Law, does hereby submit the following Designation of Series and Determination of Rights and Preferences of Series A Convertible Redeemable Preferred Stock.

FIRST: The name of the Corporation is Internet Commerce Corporation.

SECOND: By unanimous consent of the Board of Directors of the Corporation dated March 2, 1999, the following resolutions were duly adopted:

WHEREAS the Certificate of Incorporation of the Corporation authorizes Preferred Stock consisting of Five Million (5,000,000) shares, par value \$.01 per share, issuable from time to time in one or more series; and

WHEREAS the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of Article Fifth of the Corporation's Certificate of Incorporation, as amended, to establish and fix the number of shares to be included in any series of Preferred Stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series; and

WHEREAS it is the desire of the Board of Directors to establish and fix the number of shares to be included in a new series of Preferred Stock and the designation, rights, preferences and limitations of the shares of such new series;

NOW, THEREFORE, BE IT RESOLVED That, pursuant to Article Fifth of the Corporation's Certificate of Incorporation, as amended, there is hereby established a series of the class of Preferred Stock, par value \$.01 per share, and that the designation and amount thereof and the voting powers, preferences, and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are set forth in this Certificate of Designation of Series and Determination of Rights and Preferences of Series A Convertible Redeemable Preferred Stock (the "Certificate of Designation") as follows:

1. Designation and Amount Preferred Stock of the Corporation created and authorized for issuance hereby shall be designated as the "Series A Convertible Redeemable Preferred Stock" (herein referred to as the "Series A Preferred Stock"), having a par value per share equal to One Cent (\$.01), and the number of shares constituting such series shall be Ten Thousand (10,000) shares.

2. Dividends. The holders of outstanding shares of Series A Convertible Preferred Stock shall be entitled to receive, out of funds legally available therefor, a 4% annual dividend, equal in value to \$40.00 per share, and no more, payable on each July 1 commencing on July 1, 1999 (or pro rata upon conversion as of the Conversion Date, as defined below), based on a 360-day year. At the option of the Corporation, each such dividend may be paid in cash or in shares of the Corporation's Class A Common Stock, \$.01 par value per share (the "Class A Common Stock") valued at the Conversion Rate, as defined below, in effect as of such July 1 or Conversion Date, as the case may be. Each share of Series A Preferred Stock shall rank on a parity with each other share of Series A Preferred Stock with respect to dividends. Each such dividend shall be mailed to the holders of record of the Series A Preferred Stock as their names and addresses appear on the share register of the Corporation or at the office of the transfer agent on the corresponding dividend payment date.

3. Redemption. Each outstanding share of the Series A Preferred Stock is redeemable by the Corporation at a price of \$1,000.00 per share, plus any accrued and unpaid dividends (the "Redemption Price") commencing on the third anniversary of the date of issuance thereof upon 30 days written notice to the holders of the Series A Preferred Stock. Such shares may be redeemed in whole or in part. The Corporation shall deliver the Redemption Price, payable by bank check or wire transfer, to the holder of the shares selected for redemption within 30 business days of the proposed redemption date (the "Redemption Date"). If the Redemption Date falls on a day on which the New York Stock Exchange is closed, the Redemption Date shall be fixed at the next day on which such exchange is open for business.

4. Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of outstanding shares of Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, after and subject to the payment in full of all amounts required to be distributed to the holders of any other class or series of stock of the Corporation ranking on liquidation prior and in preference to the Series A Preferred Stock (collectively referred to as "Senior Preferred Stock"), an amount equal to \$1,000.00 per share of Series A Preferred Stock (the "Liquidation Value"). After the full preferential liquidation amount has been paid to, or determined and set apart for the Series A Preferred Stock and all other series of Preferred Stock of equal ranking hereafter authorized and issued, if any, the remaining assets of the Corporation available for distribution to stockholders shall be distributed ratably to the holders of the Corporation's common stock. If upon any such liquidation,

dissolution or winding up of the Corporation the remaining assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series A Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series A Preferred Stock and any class or series of stock ranking on liquidation on a parity with the Series A Preferred Stock (the "Parity Stock") shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full. A reorganization or any other consolidation or merger of the Corporation with or into any other corporation, or any other sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 4, and the Series A Preferred Stock shall be entitled only to (i) the right provided in any agreement or plan governing the reorganization or other consolidation, merger or sale of assets transaction, (ii) the rights contained in the Delaware General Corporation Law and (iii) the rights contained in other Sections hereof.

5. Conversion Provisions. The holders of shares of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Right to Convert.

(1) Each share of Series A Preferred Stock shall be convertible, at the option of its holder, at any time after issuance into shares of Class A Common Stock at the initial conversion rate (the "Conversion Rate") defined below. The Conversion Rate, subject to the adjustments described below, shall be a number of shares of Class A Common Stock equal to \$1,000 divided by Seventy Five Percent (75%) of the average Market Price of the Class A Common Stock for the ten trading days immediately prior to the Conversion Date subject to a minimum Conversion Rate of Three Dollars per share (\$3.00) (the "Minimum Conversion Rate"), and a maximum Conversion Rate of Five Dollars per share (\$5.00) (the "Maximum Conversion Rate"). For purposes of this Section 5(a)(1), Market Price for any date shall be the closing price of the Class A Common Stock on such date, as reported by the Nasdaq SmallCap Market of The Nasdaq Stock Market, Inc. ("Nasdaq"), or the closing price in the over-the-counter market if other than Nasdaq.

(2) No fractional shares of Class A Common Stock shall be issued upon conversion of the Series A Preferred Stock, and in lieu thereof the number of shares of Class A Common Stock issuable for each share of Series A Preferred Stock converted shall be rounded to the nearest whole number. Such number of whole shares of Class A Common Stock issuable upon the conversion of one share of Series A Preferred Stock shall be multiplied by the number of shares of Series A Preferred Stock submitted for conversion pursuant to the Notice of Conversion, as defined below, to determine the total number of shares of Class A Common Stock issuable in connection with any conversion.

(3) In order to convert the Series A Preferred Stock into shares of Class A Common Stock, the holder thereof shall: (i) complete, execute and deliver to the

Corporation the conversion certificate attached hereto as Exhibit A (the "Notice of Conversion"); and (ii) surrender the certificate or certificates representing the shares of Series A Preferred Stock being converted (the "Converted Certificate") to the Corporation. The Notice of Conversion shall be effective and in full force and effect if delivered to the Corporation by facsimile transmission at 212-271-8580. Provided that a copy of the Notice of Conversion is delivered to the Corporation on such date by facsimile transmission or otherwise, and provided that the original Notice of Conversion and the Converted Certificate are delivered to the Corporation within three (3) business days thereafter at 805 Third Avenue, New York, NY 10022, the date on which the Notice of Conversion is given shall be deemed to be the date set forth therefor in the Notice of Conversion (the "Conversion Date"); and the person or persons entitled to receive the shares of Class A Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common Stock as of the Conversion Date. If the original Notice of Conversion and the Converted Certificate are not delivered to the Corporation within three (3) business days following the Conversion Date, the Notice of Conversion shall become null and void as if it were never given and the Corporation shall, within two (2) business days thereafter, return to the holder by overnight courier any Converted Certificate that may have been submitted in connection with any such conversion. In the event that any Converted Certificate submitted represents a number of shares of Series A Preferred Stock that is greater than the number of such shares that is being converted pursuant to the Notice of Conversion delivered in connection therewith, the Corporation shall deliver, together with the certificates for the shares of Class A Common Stock issuable upon such conversion as provided herein, a certificate representing the remaining number of shares of Series A Preferred Stock not converted.

(4) Upon receipt of a Notice of Conversion, the Corporation shall absolutely and unconditionally be obligated to cause a certificate or certificates representing the number of shares of Class A Common Stock to which a converting holder of Series A Preferred Stock shall be entitled to receive as provided herein, which shares shall constitute fully paid and nonassessable shares of Class A Common Stock that are freely transferable on the books and records of the Corporation and its transfer agents, subject to applicable state and federal securities laws, to be issued to, delivered by overnight courier to, and received by such converting holder by the fifth (5th) calendar day following the Conversion Date. Such delivery shall be made at such address as such converting holder may designate therefor in its Notice of Conversion or in its written instructions submitted together therewith.

(5) No less than 25 shares of Series A Convertible Preferred Stock may be converted at any one time, unless the holder then holds less than 25 shares and converts all such shares at that time.

(b) Adjustments to Conversion Rate.

(1) Reclassification, Exchange and Substitution. If the Class A Common Stock issuable on conversion of the Series A Preferred Stock shall be changed

into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification, reverse stock split or forward stock split or stock dividend or otherwise (other than a subdivision or combination of shares provided for above), the holders of the Series A Preferred Stock shall, upon its conversion, be entitled to receive, in lieu of the shares of Class A Common Stock which the holders would have become entitled to receive but for such change, a number of shares of such other class or classes of stock that would have been subject to receipt by the holders if they had exercised their rights of conversion of the Series A Preferred Stock immediately before that change.

(2) Reorganizations, Mergers, Consolidations or Sale of Assets. If at any time there shall be a capital reorganization of the Corporation's common stock (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Section 5 or merger of the Corporation into another corporation, or the sale of the Corporation's properties and assets as, or substantially as, an entirety to any other person, then, as a part of such reorganization, merger or sale, lawful provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock, the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger, to which holders of the Class A Common Stock deliverable upon conversion of the Series A Preferred Stock would have been entitled on such capital reorganization, merger or sale if the Series A Preferred Stock had been converted immediately before that capital reorganization, merger or sale to the end that the provisions of this paragraph (b)(2) (including adjustment of the Conversion Rate then in effect and number of shares purchasable upon conversion of the Series A Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(3) Additional Shares. In the event (i) the Corporation does not file a registration statement under the Securities Act of 1933 covering the shares of Class A Common Stock issuable upon conversion of the Series A Preferred Stock within 45 days of April 20, 1999 (the "Closing Date"), (ii) such registration statement is not declared effective within 180 days of the Closing Date or (iii) the Corporation does not issue the shares of Class A Common Stock within the time limits set forth in the penultimate sentence of Section 5(a)(1), then the Conversion Rate shall be adjusted to increase the number of shares of Class A Common Stock assessable by 2.5% for each violation. The foregoing adjustments are cumulative and not exclusive of each other, with the intent that the adjustments hereunder may be a total of 2.5%, 5% or 7.5%, as the case may be.

(c) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, merger, dissolution, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provision hereof and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series A Preferred Stock against impairment.

(d) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate for any shares of Series A Preferred Stock, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock effected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Rate at the time in effect, and (iii) the number of shares of Class A Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares of Series A Preferred Stock.

(e) Notices of Record Date. In the event of the establishment by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, the Corporation shall mail to each holder of Series A Preferred Stock at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution and the amount and character of such dividend or distribution.

(f) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock solely for the purpose of effecting the conversion of the outstanding shares of the Series A Preferred Stock such number of its shares of Class A Common Stock equal to \$1,000 divided by the Minimum Conversion Rate multiplied by the number of shares of Series A Preferred Stock issued and outstanding as of the Closing Date.

(g) Notices. Any notices required by the provisions hereof to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid and return receipt requested, and addressed to each holder of record at its address appearing on the books of the Corporation or to such other address of such holder or its representative as such holder may direct.

6. Voting Provisions. Except as otherwise expressly provided or required by law, the Series A Preferred Stock shall have no voting rights.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed by its President and attested to by its Secretary this 17th day of March, 1999 who, by signing their names hereto, acknowledge that this Certificate is the act of the Corporation and state to the best of their knowledge information and belief, under the penalties of perjury, that the above matters and facts are true in all material respects.


INTERNET COMMERCE CORPORATION

 /s/ Richard J. Berman, President

 /s/ Walter M. Psztur , Secretary

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed by its President and attested to by its Secretary this 23rd day of April, 1999 who, by signing their names hereto, acknowledge that this Certificate is the act of the Corporation and state to the best of their knowledge information and belief, under the penalties of perjury, that the above matters and facts are true in all material respects.

INTERNET COMMERCE CORPORATION


Richard J. Berman, President

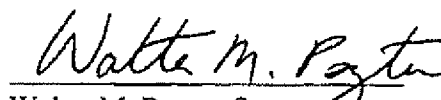

Walter M. Psztur, Secretary

EXHIBIT A

**CONVERSION CERTIFICATE
INTERNET COMMERCE CORPORATION**

Series A Convertible Redeemable Preferred Stock

The undersigned holder (the "Holder") is surrendering to Internet Commerce Corporation, a Delaware corporation (the "Company"), one or more certificates representing shares of Series A Convertible Redeemable Preferred Stock of the Company (the "Preferred Stock") in connection with the conversion of all or a portion of the Preferred Stock into shares of Class A Common Stock, \$.01 par value per share, of the Company (the "Class A Common Stock") as set forth below.

1. The Holder understands that the Preferred Stock were issued by the Company pursuant to the exemption from registration under the Securities Act of 1933, as amended (the "Securities Act"), provided by Regulation D promulgated thereunder.

2. The Holder represents and warrants that all offers and sales of the Class A Common Stock issued to the Holder upon such conversion of the Preferred Stock shall be made (a) pursuant to an effective registration statement under the Securities Act, (in which case the Holder represents that a prospectus has been delivered) (b) in compliance with Rule 144, or (c) pursuant to some other exemption from registration.

Number of Shares of Preferred Stock being converted:

Applicable Conversion Price:

Number of Shares of Class A Common Stock Issuable:

Number of Dividend Shares:

Conversion Date:

Delivery Instructions for certificates of Class A Common Stock and for new certificates representing any remaining shares of Preferred Stock:

NAME OF HOLDER:

(Signature of Holder)

(ii)

**CERTIFICATE OF DESIGNATION OF SERIES AND
DETERMINATION OF RIGHTS AND PREFERENCES OF
SERIES S PREFERRED STOCK OF
INTERNET COMMERCE CORPORATION**

Internet Commerce Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), acting pursuant to Section 151 of the Delaware General Corporation Law, does hereby submit the following Certificate of Designation of Series and Determination of Rights and Preferences of Series S Redeemable Preferred Stock.

FIRST: The name of the Corporation is Internet Commerce Corporation.

SECOND: By unanimous written consent of the Board of Directors of the Corporation dated January 5, 1999, the following resolutions were duly adopted:

WHEREAS the Certificate of Incorporation of the Corporation authorizes Preferred Stock consisting of Five Million (5,000,000) shares, par value \$.01 per share, issuable from time to time in one or more series; and

WHEREAS the Board of Directors of the Corporation is authorized, subject to limitations prescribed by law and by the provisions of Article Fifth of the Corporation's Certificate of Incorporation, as amended, to establish and fix the number of shares to be included in any series of Preferred Stock and the designation, rights, preferences, powers, restrictions and limitations of the shares of such series; and

WHEREAS it is the desire of the Board of Directors to establish and fix the number of shares to be included in a new series of Preferred Stock and the designation, rights, preferences and limitations of the shares of such new series;

NOW, THEREFORE, BE IT RESOLVED That, pursuant to Article Fifth of the Corporation's Certificate of Incorporation, as amended, there is hereby established a series of the class of Preferred Stock, par value \$.01 per share, and that the designation and amount thereof and the voting powers, preferences, and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are set forth in this Certificate of Designation of Series and Determination of Rights and Preferences of Series S Preferred Stock (the "Certificate of Designation") as follows:

"1. Designation and Amount. Preferred Stock of Internet Commerce Corporation, a Delaware corporation (the "Corporation"), created and authorized for issuance hereby shall be designated as the "Series S Preferred Stock" (herein referred to as the "Series S Preferred Stock"), having a par value per share equal to One Cent (\$.01), and the number of shares constituting such series shall be One Hundred Seventy Five (175).

2. Dividends. The holders of outstanding shares of Series S Preferred Stock shall not be entitled to receive any dividend payments on the shares of Series S Preferred Stock.

TRADEMARK

REEL: 003992 FRAME: 0563

3. Redemption. Commencing July 1, 1999, and on the first day of each calendar month thereafter (the "Redemption Date"), or earlier upon the effectiveness of a selling shareholder shelf registration statement covering the shares of the Corporation's Class A Common Stock, par value \$.01 per share (the "Common Stock") issuable upon conversion of the Series S Preferred Stock as provided herein (the "Underlying Shares"), twelve (12) shares of Series S Preferred Stock shall be mandatorily redeemed by the Corporation (the "Redemption Shares") at a price of \$1,000.00 per share (the "Redemption Price") under the terms and conditions herein set forth. In the event that the Corporation is unable for any reason to effect any such redemption of the Redemption Shares, then such Shares to be so redeemed shall automatically be converted into shares of Class A Common Stock as herein provided. If applicable, the Corporation shall deliver the Redemption Price, payable by bank check or wire transfer, to the holder of the shares selected for redemption within 3 business days of the proposed Redemption Date. If the Redemption Date falls on a day on which the New York Stock Exchange is closed, the Redemption Date shall be fixed at the next day on which such exchange is open for business.

4. Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of outstanding shares of Series S Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, after and subject to the payment in full of all amounts required to be distributed to the holders of any other class or series of stock of the Corporation ranking on liquidation prior and in preference to the Series S Preferred Stock (collectively referred to as "Senior Preferred Stock"), an amount equal to \$1,000.00 per share of Series S Preferred Stock (the "Liquidation Value"). After the full preferential liquidation amount has been paid to, or determined and set apart for the Series S Preferred Stock and all other series of Preferred Stock of equal ranking hereafter authorized and issued, if any, the remaining assets of the Corporation available for distribution to stockholders shall be distributed ratably to the holders of the Common Stock. If upon any such liquidation, dissolution or winding up of the Corporation the remaining assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Series S Preferred Stock the full amount to which they shall be entitled, the holders of shares of Series S Preferred Stock and any class or series of stock ranking on liquidation on a parity with the Series S Preferred Stock (the "Parity Stock") shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

5. Automatic Conversion Provisions. The holders of shares of the Series S Preferred Stock shall have automatic conversion rights as follows (the "Automatic Conversion Rights"):

(a) If the Redemption Shares shall not be timely redeemed by the Corporation for cash for any reason, then each such Share shall thereupon immediately and automatically convert into shares of Class A Common Stock at the conversion rate (the "Conversion Rate") defined below. The Conversion Rate, subject to the adjustments described below, shall be a number of shares of Class A Common Stock equal to \$1,000 divided by the Market Price of the Class A Common Stock for the five (5) trading days immediately prior to the Conversion Date.

For purposes of this Section 5(a), Market Price for any date shall be the closing bid price of the Class A Common Stock on such date, as reported by the Nasdaq SmallCap Market of The Nasdaq Stock Market, Inc. ("Nasdaq") (or other national securities exchange) or otherwise the closing bid price in the over-the-counter market.

(b) No fractional shares of Class A Common Stock shall be issued upon conversion of the Series S Preferred Stock, and in lieu thereof the number of shares of Class A Common Stock issuable for each share of Series S Preferred Stock automatically converted shall be rounded to the nearest whole number. Such number of whole shares of Class A Common Stock issuable upon the automatic conversion of one share of Series S Preferred Stock shall be multiplied by the number of shares of Series S Preferred Stock submitted for conversion pursuant to the Notice of Conversion, as defined below, to determine the total number of shares of Class A Common Stock issuable in connection with any such conversion.

(c) The Corporation shall absolutely and unconditionally be obligated to cause a certificate or certificates representing the number of shares of Class A Common Stock to which a holder of Series S Preferred Stock shall be entitled to receive as provided herein, which shares shall constitute fully paid and nonassessable shares of Class A Common Stock that are freely transferable on the books and records of the Corporation and its transfer agents, subject to applicable state and federal securities laws, to be issued to, delivered by overnight courier to, and received by such holder by the fifth (5th) calendar day following the Conversion Date. Such delivery shall be made at such address as such holder may designate therefor.

(d) Adjustments to Conversion Rate.

(1) *Reclassification, Exchange and Substitution.* If the Class A Common Stock issuable on conversion of the Series S Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification, reverse stock split or forward stock split or stock dividend or otherwise (other than a subdivision or combination of shares provided for above), the holders of the Series S Preferred Stock shall, upon its conversion, be entitled to receive, in lieu of the shares of Class A Common Stock which the holders would have become entitled to receive but for such change, a number of shares of such other class or classes of stock that would have been subject to receipt by the holders as if the Series S Preferred Stock had been converted. immediately prior to such change.

(2) *Reorganizations, Mergers, Consolidations or Sale of Assets.* If at any time there shall be a capital reorganization of the Corporation's common stock (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere in this Section 5) or merger of the Corporation into another corporation, or the sale of the Corporation's properties and assets as, or substantially as, an entirety to any other person, then, as a part of such reorganization, merger or sale, lawful provision shall be made so that the holders of the Series S Preferred Stock shall thereafter be entitled to receive upon conversion thereof, the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger.

to which holders of the Class A Common Stock deliverable upon conversion of the Series S Preferred Stock would have been entitled on such capital reorganization, merger or sale if the Series S Preferred Stock had been converted immediately before that capital reorganization, merger or sale to the end that the provisions of this paragraph (d)(2) (including adjustment of the Conversion Rate then in effect and/or number of shares issuable upon conversion of the Series S Preferred Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(e) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, merger, dissolution, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provision hereof and in the taking of all such action as may be necessary or appropriate in order to protect the Automatic Conversion Rights of the holders of the Series S Preferred Stock against impairment.

(f) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate for any shares of Series S Preferred Stock, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series S Preferred Stock effected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series S Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Rate at the time in effect, and (iii) the number of shares of Class A Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares of Series S Preferred Stock.

(g) Notices of Record Date. In the event of the establishment by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, the Corporation shall mail to each holder of Series S Preferred Stock at least ten (10) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend or distribution and the amount and character of such dividend or distribution.

(h) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock solely for the purpose of effecting the conversion of the outstanding shares of the Series S Preferred Stock such number of its shares of Class A Common Stock as shall from time to time be sufficient, based on the Conversion Rate then in effect, to effect the conversion of all then outstanding shares of the Series S Preferred Stock. If at any time the number of authorized but unissued shares of Class A Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series S Preferred Stock, then, in addition to all rights, claims and damages to which the holders of the Series S Preferred Stock shall be entitled to receive at law or in equity as a result of such failure by the Corporation to fulfill its obligations to the holders

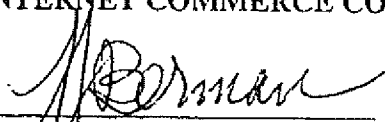
hereunder, the Corporation will take any and all corporate or other action as may, in the opinion of its counsel, be helpful, appropriate or necessary to increase its authorized but unissued shares of Class A Common Stock to such number of shares as shall be sufficient for such purpose.

(i) Notices. Any notices required by the provisions hereof to be given to the holders of shares of Series S Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid and return receipt requested, and addressed to each holder of record at its address appearing on the books of the Corporation or to such other address of such holder or its representative as such holder may direct.

6. Voting Provisions. Except as otherwise expressly provided or required by law, the Series S Preferred Stock shall have no voting rights."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed by its President and attested to by its Secretary this 5th day of January, 1999 who, by signing their names hereto, acknowledge that this Certificate is the act of the Corporation and state to the best of their knowledge information and belief, under the penalties of perjury, that the above matters and facts are true in all material respects.

INTERNET COMMERCE CORPORATION


Richard Berman, President

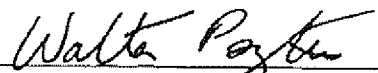

Walter Psztur, Secretary

EXHIBIT A

AUTOMATIC CONVERSION CERTIFICATE
INTERNET COMMERCE CORPORATION

Series S Preferred Stock

The undersigned holder (the "Holder") is surrendering to Internet Commerce Corporation, a Delaware corporation (the "Company"), one or more certificates representing shares of Series S Preferred Stock of the Company (the "Preferred Stock") in connection with the automatic conversion of all or a portion of the Preferred Stock into shares of Class A Common Stock, \$.01 par value per share, of the Company (the "Class A Common Stock") as set forth below.

1. The Holder understands that the Preferred Stock was issued by the Company pursuant to the exemption from registration under the Securities Act of 1933, as amended (the "Securities Act"), provided by Regulation D promulgated thereunder.

2. The Holder represents and warrants that all offers and sales of the Class A Common Stock issued to the Holder upon such automatic conversion of the Preferred Stock shall be made (a) pursuant to an effective registration statement under the Securities Act, (in which case the Holder represents that a prospectus has been delivered), (b) in compliance with Rule 144, or (c) pursuant to some other exemption from registration.

Number of Shares of Preferred Stock being automatically converted:

Applicable Conversion Price:

Number of Shares of Class A Common Stock Issuable:

Conversion Date:

Delivery Instructions for certificates of Class A Common Stock and for new certificates representing any remaining shares of Preferred Stock:

NAME OF HOLDER:

(Signature of Holder)

Certificate of the Powers, Designations,
Preferences and Relative, Participating,
Optional and Other Special Rights of the

**SERIES C CONVERTIBLE
REDEEMABLE PREFERRED STOCK**

OF

INTERNET COMMERCE CORPORATION

and the Qualifications, Limitations
or Restrictions Thereof, Which
Have Not Been Set Forth in the
Certificate of Incorporation
or in Any Amendment Thereto.

(Pursuant to Section 151 of the General
Corporation Law of the State of Delaware)

The undersigned, Dr. Geoffrey S. Carroll, President and Chief Executive Officer of INTERNET COMMERCE CORPORATION, a corporation organized and existing under the laws of the State of Delaware (hereinafter "the Corporation"), DOES HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors of the Corporation by the Certificate of Incorporation and pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, by unanimous written consent dated December 28, 1999, duly adopted the following resolution:

RESOLVED, that, pursuant to the authority expressly granted to and vested in the Board of Directors of the Corporation by the provisions of its Certificate of Incorporation, the Board of Directors of the Corporation hereby creates a series of Preferred Stock of the Corporation to consist of 10,000 of the 5,000,000 shares of Preferred Stock, \$.01 par value per share, which the Corporation now has authority to issue, and the Board of Directors of the Corporation hereby fixes the designations, powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, of the shares of such series of Preferred Stock (in addition to the designations, powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, set forth in the Certificate of Incorporation of the Corporation which are applicable to Preferred Stock of all series) as follows:

1. Designation and Number. The distinctive designation of the series shall be Series C Convertible Redeemable Preferred Stock (the "Series C Preferred"); the number of shares of Series C Preferred which the Corporation is authorized to issue shall be 10,000, which number may be increased (but not above the total number of authorized shares of

Preferred stock of the Corporation) or decreased (but not below the number of shares then outstanding) from time to time by the Board of Directors of the Corporation.

2. Definitions. For purposes of this Certificate of Designation, the following terms shall have the meanings indicated.

(a) The term "Junior Stock" means the Series A Convertible Redeemable Preferred Stock, par value \$.01 per share, the Class A Common Stock, par value \$.01 per share, (the "Common Stock), the Class B Common Stock, par value \$.01 per share, and all those classes and series of preferred or special stock and all those series of Preferred Stock which, by the terms of the Certificate of Incorporation (as the same may hereafter be amended) or of the instrument by which the Board of Directors of the Corporation, acting pursuant to authority granted in the Certificate of Incorporation (as the same may hereafter be amended), shall designate the special rights and limitations of each such class and series of preferred or special stock or series of Preferred Stock, shall be subordinate to the Series C Preferred with respect to the right of the holders thereof to receive dividends or to participate in the assets of the Corporation distributable to stockholders upon any liquidation, dissolution or winding-up of the Corporation.

(b) the term "Market Price per share of Common Stock" for any Trading Day means (i) the closing bid price for the Common Stock (as defined in Section 7(g) hereof) on such Trading Day as published by the National Association of Securities Dealers Automated Quotation System ("NASDAQ") (or, if such prices are not so published by NASDAQ, the average of the high and low bid prices for the Common Stock on such Trading Day, as furnished by any New York Stock Exchange member firm selected from time to time by the Corporation for such purpose) or (ii), if the Common Stock is then listed or admitted to trading on a national securities exchange, the last sale price regular way for the Common Stock on such Trading Day as reported in the consolidated transaction reporting system for securities listed or traded on such exchange, or, in case no such reported sale takes place on such Trading Day, the reported closing bid price regular way for the Common Stock on such Trading Day on the principal national securities exchange on which the Common Stock is then listed or admitted to trading.

(c) the term "Trading Day" shall mean any day on which trading takes place (i) in the over-the-counter market and prices reflecting such trading are published by NASDAQ, or (ii) if the Common Stock is then listed or admitted to trading on a national securities exchange, on the principal national securities exchange on which the Common Stock is then listed or admitted to trading.

3. Dividends. (a) The holders of the Series C Preferred shall be entitled to receive cumulative dividends at, but not exceeding, the rate of four percent (4%) per share per annum, payable annually on the first day of January in each year, commencing with the first day of January, 2001, in cash or duly authorized, fully paid and non-assessable shares of Common Stock. In calculating the number of shares of Common Stock to be paid as any dividend payable in shares of Common Stock, each share of Series C Preferred shall be deemed to have a value of \$1,000 and each share of Common Stock to be paid as a dividend shall be deemed to have a value equal to the average of the Market

Price per share of Common Stock for the ten (10) consecutive Trading Days ending two (2) days prior to the payment date of such dividend. Such dividends on the Series C Preferred shall accrue and be cumulative with respect to any shares issued on or after the date of the initial issuance of shares of Series C Preferred, so that the first dividend on shares of Series C Preferred, payable on the first day of January 1, 2001, shall be in an amount per share (computed to the nearest whole cent) determined by multiplying \$40.00 by a fraction, the numerator of which is the number of days from the date of the initial issuance of shares of Series C Preferred to January 1, 2001, and the denominator of which is 366. Such dividends on the Series C Preferred shall accrue and be cumulative with respect to shares issued subsequent to January 1, 2001 from the dividend payment date next preceding the date on which such shares are issued. Dividends shall accrue and be cumulative on a day to day basis, whether or not earned or declared, on each share of Series C Preferred from the date on which dividends thereon are cumulative. Notwithstanding the foregoing, no fractional shares of Common Stock shall be issued in the payment of dividends. Any dividend distribution that would result in a holder of Series C Preferred being entitled to a fraction of a share of Common Stock (after aggregating all shares of Series C Preferred held by such holder) shall be payable in cash, with the amount of cash to be determined by multiplying such fraction by the Market Price per share of Common Stock on the Trading Day that is two (2) days prior to the payment date of such dividend.

(b) So long as any Series C Preferred is outstanding, no dividends whatever shall be paid or declared, nor shall any distribution be made, on any Common Stock, other than a dividend or distribution payable in Junior Stock or warrants or other rights to purchase Junior Stock, unless all dividends on Series C Preferred for all past quarterly dividend periods shall have been paid or declared.

4. Liquidation Preference. (a) The Series C Preferred shall be preferred as to assets over all other classes or series of preferred or special stock or series of Preferred Stock of the Corporation, whether currently existing or created hereafter so that, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series C Preferred shall be entitled to have set apart for them or to be paid out of the assets of the Corporation before any distribution is made to or set apart for the holders of any other class or series of preferred or special stock or series of Preferred Stock, upon such liquidation, dissolution or winding up, an amount in cash equal to, and in no event more than, \$1000.00 per share of Series C Preferred plus a sum of money equal to all dividends accrued and unpaid thereon to the date that payment is made available to the holders of Series C Preferred. If, upon such liquidation, dissolution or winding-up of the Corporation, the assets of the Corporation available for distribution to the holders of its stock shall be insufficient to permit the distribution in full of the amounts receivable as aforesaid by the holders of Series C Preferred, then all such assets of the Corporation shall be distributed ratably among the holders of Series C Preferred in proportion to the amounts which each would have been entitled to receive if such assets were sufficient to permit distribution in full as aforesaid. Neither the consolidation nor merger of the Corporation nor the sale, lease or transfer by the Corporation of all or any part of its assets shall be deemed to be a liquidation, dissolution or winding-up of the Corporation for the purposes of this Section 4.

5. Voting Rights. (a) Except as otherwise required by law or provided herein, a holder of Series C Preferred shall be entitled (i) for each share of Class C Preferred held, to the number of votes per share equal to the number of whole shares of Common Stock into which each share of Series C Preferred is convertible as of the record date for the determination of stockholders entitled to vote, (ii) to vote on or consent to all matters upon which the holders of Common Stock are entitled to vote or consent, and (iii) to notice of any stockholders meeting in accordance with the By-laws of the Corporation. Fractional votes shall not be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Series C Preferred held by each holder) shall be rounded to the nearest whole number (with one-half being rounded upward). Except as otherwise provided in the Certificate of Incorporation or as expressly required by law, the holders of Series C Preferred and the holders of Common Stock shall vote together as a single class on all matters presented to stockholders and not as separate classes.

(b) The holders of Series C Preferred, voting as a class separately from the holders of other stock, shall be entitled, at each annual meeting of the stockholders or special meeting held in place thereof, to elect one director; provided, however, that if the total number of directors constituting the entire Board of Directors (exclusive of the director elected by the holders of Series C Preferred) increases to more than nine members, the holders of Series C Preferred, voting as a class as aforesaid, shall be similarly entitled to elect two (2) directors. Any director or directors elected by the holders of Series C Preferred pursuant to this Section 5(b) shall (i) serve until the next annual meeting of stockholders and until his or their respective successor or successors have been duly elected and qualified; and (ii) each have one vote and shall vote together with all other directors of the Corporation, and not as a separate class, on all matters that properly come before the Board of Directors.

6. Redemption of the Series C Preferred. (a) Subject to the provisions of Section 6(b) hereof, the Corporation, at its option, may (except as otherwise provided in Section 7 hereof) redeem, at any time after January 1, 2005, the whole or, from time to time thereafter, any part of the Series C Preferred at the redemption price of \$1000.00 per share, plus an amount in cash equal to all dividends accrued but unpaid thereon to the date of redemption.

(b) Not less than fifteen (15) days nor more than forty-five (45) days prior to the date fixed for any redemption of Series C Preferred, a notice specifying the time and place thereof and the redemption price shall be given by mail to the holders of record of the shares to be redeemed at their respective addresses as shown on the stock records of the Corporation. If less than all of the Series C Preferred then outstanding are being redeemed, the notice of redemption mailed to each holder of shares of Series C Preferred to be redeemed shall identify the shares of Series C Preferred held by such holder to be redeemed. No failure to mail such notice nor any defect therein or in the mailing thereof shall affect the validity of the proceedings for such redemption except as to a holder (i) to whom the Corporation has failed to mail such notice or (ii) whose notice was defective. An affidavit of the Secretary of the Corporation (or of a transfer agent for the Series C Preferred, if one has been appointed) that notice of redemption has been mailed shall, in

the absence of fraud, be prima facie evidence of the facts stated therein. The redemption notice shall also clearly state the date and time by which the holders of the Series C Preferred Stock must exercise any conversion rights under Section 7 hereof with respect to any shares being called for redemption.

(c) From and after the date fixed in such notice and the date of redemption (unless default be made by the Corporation in providing moneys for the payment of the redemption price), all dividends on shares of Series C Preferred thereby called for redemption shall cease to accrue, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive payment of the redemption price) shall cease.

(d) If the Corporation shall, with respect to shares of Series C Preferred called for redemption, irrevocably deposit, in trust for the account of the holders of shares of Series C Preferred to be redeemed, a sum sufficient to redeem such shares upon surrender of certificates therefor, then such shares which have been called for redemption shall not be deemed to be outstanding shares for the purpose of voting or determining the total number of shares entitled to vote on any matter on and after the date on which written notice of redemption has been sent to holders thereof and such deposit has been made. In the event the holder of any such shares of Series C Preferred shall not, within three years after the redemption date, claim the amount deposited for the redemption thereof, the depository shall, upon the request of the Corporation, pay over to the Corporation such unclaimed amount. Any moneys so deposited by the Corporation which shall not be required for redemption because of the exercise of any right of conversion subsequent to the date of the deposit, and any interest accrued on any moneys so deposited, shall be repaid to the Corporation upon request.

(e) From and after the date specified for redemption, the Corporation shall, at the place specified in the notice of redemption, upon presentation and surrender to the Corporation by the holder thereof of one or more certificates representing shares of Series C Preferred to be redeemed, deliver or cause to be delivered to or upon the written order of such holder a sum in cash equal to the redemption price of the shares of such holder to be redeemed, together with, if the certificate(s) presented and surrendered by such holder represent a greater number of shares than the number of shares to be redeemed from such holder, one or more new certificates registered in the name of such holder and representing the shares of Series C Preferred not redeemed.

(f) Shares of Series C Preferred redeemed pursuant to this Section 6 or converted pursuant to Section 7 hereof shall thereupon be deemed retired and shall resume the status of authorized but unissued shares of Preferred Stock (without serial designation) and may, subject to the provisions hereof, be reissued as shares of Series C Preferred or shares of any other series of Preferred Stock as determined by the Board of Directors of the Corporation.

7. Conversion.

(a) Subject to the provisions of Section 6 hereof regarding redemption and to the terms and conditions of this Section 7, shares of Series C Preferred shall be convertible,

at the option of the holder thereof (except that, in respect of any such shares which shall have been called for redemption, such option shall terminate at the close of business on the second full business day prior to the date fixed for redemption unless the Corporation shall default in the payment of the redemption price), into the number of whole shares (calculated to the nearest whole share with 5/10ths of a share being considered as nearer to the next higher whole share) of fully paid and nonassessable Common Stock at the then applicable conversion price fixed or determined pursuant to the provisions of Section 7(d) hereof, each share of Series C Preferred being taken at \$1000.00 for the purpose of such conversion, by surrender of a certificate or certificates for shares of Series C Preferred so to be converted at the principal place of business of the Corporation to the attention of the Secretary (or at such other place or places, or to such other person's attention, as may be designated by the Corporation) at any time during usual business hours, together with written notice that the holder elects to convert all such shares of Series C Preferred, or a stated number of shares thereof, in accordance with the provisions of this Section 7. Such notice shall also state the name or names (with addresses) in which the certificate or certificates for Common Stock shall be issued.

(b) As promptly as practicable after exercise by any holder of such holder's option to convert any shares of Series C Preferred pursuant to the provisions of this Section 7, the Corporation shall deliver or cause to be delivered to or upon the written order of such holder one or more certificates representing the number of shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may direct, together with, if the certificate(s) surrendered evidence a greater number of shares than the number of shares to be converted, one or more certificates evidencing the shares of Series C Preferred not to be converted. Each such conversion shall be deemed to have been made immediately prior to the close of business on the day the option to convert is exercised, and all rights of the converting holder as a holder of the shares of Series C Preferred surrendered for conversion shall cease at such time and the person or persons in whose name or names the certificate(s) for the shares of Common Stock issuable upon conversion are to be issued shall be treated for all purposes as having become the record holder or holders thereof at such time.

(c) If the last day for the exercise of the conversion option be, in the jurisdiction where the principal place of business of the Corporation (or other place designated by the Corporation as a place for conversion of shares of Series C Preferred) is located, a Saturday, Sunday or legal holiday, then such conversion option may be exercised, at the conversion price in effect on such last day, upon the next succeeding day not a Saturday, Sunday or legal holiday in such jurisdiction.

(d) The conversion price for shares of Series C Preferred shall be \$22.34 per share, provided that, if adjustment of the conversion price is required pursuant to Sections 7(d)(i) or 7(d)(ii) hereof, the conversion price shall be such adjusted price.

(i) In case any of the following shall occur:

(x) any reclassification or change in the outstanding shares of Common Stock (other than a change in par value, or from par value to no

par value, or from no par value to par value, or as a result of a subdivision or combination);

(y) any consolidation or merger to which the Corporation is a party (other than a merger in which the Corporation is the surviving corporation and which does not result in any reclassification of, or change in, the outstanding shares of Common Stock); or

(z) any sale or conveyance to another corporation of the property of the Corporation as an entirety or substantially as an entirety, other than a sale/leaseback, mortgage or other similar financing transaction, then, in each such case, appropriate provision shall be made, effective as of the effective date of any such reclassification, change, consolidation, merger, sale or conveyance, as the case may be, whereby the holders of Series C Preferred then outstanding shall have the right to convert such shares of Series C Preferred into the kind and amount of shares of stock, other securities or property, including cash, which would have been receivable upon such reclassification, change, consolidation, merger, sale or conveyance by a holder of the number of shares of Common Stock which would have been issuable upon conversion of the shares of Series C Preferred immediately prior to such reclassification, change, consolidation, merger, sale or conveyance. In connection with any provision made pursuant to the terms of the preceding sentence, provision shall also be made for adjustments which shall be as nearly equivalent as may be practicable to the adjustments provided for in this Section 7. The above provisions of this Section 7(d)(i) shall similarly apply to successive reclassifications, changes, consolidations, mergers, sales or conveyances.

(ii) In case the Corporation shall at any time subdivide or combine the outstanding shares of Common Stock issuable upon conversion of the Series C Preferred, then, in each such case, the conversion price in effect immediately prior to such subdivision or combination shall, effective as of the effective date of such subdivision or combination, be proportionately decreased in the case of subdivision or proportionately increased in the case of combination.

(e) Any determination as to whether an adjustment in the conversion price in effect hereunder is required pursuant to Sections 7(d)(i) or 7(d)(ii) hereof, or as to the amount of any such adjustment, if required, shall be final, binding and conclusive if made in good faith by the Board of Directors of the Corporation.

(f) Whenever the conversion price is adjusted as provided in this Section 7, then, in each such case, the Corporation shall mail, or cause to be mailed, to the holders of Series C Preferred, of record not more than ten (10) days before the date of mailing, a notice in writing stating the adjusted conversion price then and thereafter effective under the provisions hereof, the method of calculating such adjusted conversion price shown in reasonable detail, and the facts on which such calculation is based. An affidavit of the

Secretary of the Corporation (or of a transfer agent for the Series C Preferred, if one has been appointed) that any such notice has been mailed shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(g) As used in this Section 7, the term "Common Stock" shall mean and include the Corporation's Class A Common Stock authorized on the date of the original issue of shares of Series C Preferred and shall also include any capital stock of any class of the Corporation thereafter authorized which shall not be limited to a fixed sum or percentage in respect of the rights of the holders thereof to participate in dividends and in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(h) No fractional shares of stock shall be issued upon the conversion of any Series C Preferred. If the number of shares of Common Stock issuable upon any such conversion would include a fraction of a share, such number shall be rounded up to the next whole number of shares of Common Stock.

(i) Upon any conversion, no adjustment shall be made for dividends on the Series C Preferred surrendered for conversion or on the Common Stock delivered.

(j) The Corporation will at all times reserve and keep available out of its authorized but unissued stock, solely for the purpose of issue upon conversion of the Series C Preferred, as provided in this Section 7, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series C Preferred, and, upon the issuance thereof upon conversion, all in accordance with the provisions hereof, such shares of Common Stock shall be duly and validly issued, fully paid and nonassessable.

(k) Before taking any action which would cause an adjustment reducing the conversion price below the then par value of the shares of Common Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and lawfully issue fully paid and nonassessable shares of Common Stock at the conversion price as so adjusted.

(l) The issuance of certificates for shares of Common Stock shall be made without charge for any tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the converted Series C Preferred, the Corporation shall not be required to issue or deliver any stock certificate or certificates unless and until the holder has paid to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due.

(m) In the event of (i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders of such securities who are entitled to receive any dividend (other than a cash dividend) or other distribution on the Common Stock or any right, warrant or option to subscribe for or purchase any shares of Common Stock of any class or Convertible Securities, or (ii) any reclassification or

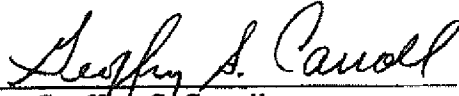
recapitalization of the capital stock of the Corporation, any consolidation or merger of the Corporation with or into another corporation, any transfer of all or substantially all of the assets of the Corporation to any other corporation, entity or person, or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series C Preferred at least ten (10) days prior to the date specified in such notice, a notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend, distribution or rights, (B) the date on which any such reclassification, recapitalization, consolidation, merger, transfer, dissolution, liquidation, or winding up is expected to come effective, and (C) the time, if any is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reorganization, reclassification, recapitalization, consolidation, merger, transfer, dissolution, liquidation or winding up.

8. General. (a) If any other class or series of preferred or special stock or series of Preferred Stock, whether ranking prior to or on a parity with or junior to Series C Preferred as to dividends, shall be created, either by or pursuant to authority granted in the Certificate of Incorporation (as the same may hereafter be amended), nothing in this Certificate of Designations shall prevent the holders of any such other class or series of preferred or special stock or series of Preferred Stock from being given any powers, preferences and relative, participating, optional and other special rights authorized by law and the Certificate of Incorporation (as the same may hereafter be amended); provided, however, that Series C Preferred shall have priority and preference in liquidation over any other classes or series of preferred or special stock or series of Preferred Stock, whether existing currently or created hereafter, and shall have priority and preference over the Common Stock and any other classes or series of preferred or special stock or series of Preferred Stock created hereafter, but shall be pari passu with the Series A Convertible Redeemable Preferred Stock, with respect to the right to receive dividends.
- (b) The section headings contained in this Certificate of Designations are for reference purposes only and shall not affect in any way the meaning of this Certificate of Designations.

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THE UNDERSIGNED President and Chief Executive Officer of Internet Commerce Corporation hereby makes this certificate, declaring and certifying that this is the duly authorized act and deed of the Corporation and the facts herein stated are true, and accordingly have hereunto set his hand this 5th day of January, 2000.

INTERNET COMMERCE CORPORATION

By: 
Dr. Geoffrey S. Carroll
President and Chief Executive Officer

ATTEST:

By: 
Walter M. Psztur

CERTIFICATE OF MERGER
OF
INTERCOASTAL DATA CORPORATION
INTO
INTERNET COMMERCE CORPORATION

Pursuant to Section 252 of the
General Corporation Law of the State of Delaware

The undersigned corporation does hereby certify that:

FIRST. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State Of Incorporation</u>
Intercoastal Data Corporation	Georgia
Internet Commerce Corporation	Delaware

SECOND. An Agreement and Plan of Merger between the constituent corporations and certain individuals listed on the signature pages thereto has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

THIRD. The name of the surviving corporation of the merger is Internet Commerce Corporation, a Delaware corporation.

FOURTH. The Certificate of Incorporation of Internet Commerce Corporation, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is:
805 Third Avenue, Ninth Floor, New York, NY 10022.


SIXTH. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

SEVENTH. The authorized capital stock of each constituent corporation which is not incorporated under the laws of the State of Delaware is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Par Value</u>
Intercoastal Data Corporation	Common Stock	1,000,000	\$.50 par value per share

IN WITNESS WHEREOF, Internet Commerce Corporation has caused this Certificate to be signed on this 2nd day of August, 2000.

INTERNET COMMERCE CORPORATION

By: 
Name: Richard Berman
Title: Chairman of the Board

Certificate of the Powers, Designations,
Preferences and Relative, Participating,
Optional and Other Special Rights of the

**SERIES D CONVERTIBLE
REDEEMABLE PREFERRED STOCK**

OF

INTERNET COMMERCE CORPORATION

and the Qualifications, Limitations
or Restrictions Thereof, Which
Have Not Been Set Forth in the
Certificate of Incorporation
or in Any Amendment Thereto.

(Pursuant to Section 151 of the General
Corporation Law of the State of Delaware)

The undersigned, G. Michael Cassidy, President and Chief Executive Officer of INTERNET COMMERCE CORPORATION, a corporation organized and existing under the laws of the State of Delaware (hereinafter the "Corporation"), DOES HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors of the Corporation by the Certificate of Incorporation and pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation, by a meeting of the Board of Directors on April 18, 2003, duly adopted the following resolution:

RESOLVED, that, pursuant to the authority expressly granted to and vested in the Board of Directors of the Corporation by the provisions of its Certificate of Incorporation, the Board of Directors of the Corporation hereby creates a series of Preferred Stock of the Corporation to consist of 250 of the 5,000,000 shares of Preferred Stock, \$.01 par value per share, which the Corporation now has authority to issue, and the Board of Directors of the Corporation hereby fixes the designations, powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, of the shares of such series of Preferred Stock (in addition to the designations, powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations or restrictions thereof, set forth in the Certificate of Incorporation of the Corporation which are applicable to Preferred Stock of all series) as follows:

*State of Delaware
Secretary of State
Division of Corporations
Delivered 07:51 PM 04/29/2003
FILED 07:26 PM 04/29/2003
SRV 030278565 - 2279234 FILE*

KLE:2123031.7

TRADEMARK

REEL: 003992 FRAME: 0581

1. DESIGNATION AND NUMBER. The distinctive designation of the series shall be Series D Convertible Redeemable Preferred Stock, par value \$0.01 per share (the "Series D Preferred"). The number of shares of Series D Preferred which the Corporation is authorized to issue shall be two hundred fifty (250), which number may be increased (but not above the total number of authorized shares of Preferred stock of the Corporation) or decreased (but not below the number of shares then outstanding) from time to time by the Board of Directors of the Corporation.

2. DEFINITIONS. For purposes of this Certificate of Designations, the following terms shall have the meanings indicated.

(a) The term "Senior Stock" means: (i) the Series C Convertible Redeemable Preferred Stock, par value \$0.01 per share (the "Series C Preferred"); and (ii) any and all classes and series of preferred or special stock which, by the terms of the Certificate of Incorporation (as the same may be amended) or of the instrument by which the Board of Directors, acting pursuant to authority granted in the Certificate of Incorporation (as the same may be amended), shall designate the special rights and limitations of each such class and series of preferred or special stock to be senior to the Series D Preferred Stock with respect to the right of the holders thereof to participate in the distribution of assets of the Corporation distributable to stockholders upon any liquidation, dissolution, reorganization or winding-up of the Corporation.

(b) The term "Junior Stock" means: (i) the Series A Convertible Redeemable Preferred Stock, par value \$.01 per share (the "Series A Preferred"); (ii) the Class A Common Stock, par value \$.01 per share, (the "Common Stock"); (iii) the Class B Common Stock, par value \$.01 per share; and (iv) all those classes and series of preferred or special stock which, by the terms of the Certificate of Incorporation (as the same may hereafter be amended) or of the instrument by which the Board of Directors of the Corporation, acting pursuant to authority granted in the Certificate of Incorporation (as the same may hereafter be amended), shall designate the special rights and limitations of each such class and series of preferred or special stock to be subordinate to the Series D Preferred with respect to the right of the holders thereof to participate in the distribution of assets of the Corporation distributable to stockholders upon any liquidation, dissolution, reorganization or winding-up of the Corporation.

(c) The term "Market Price per share of Common Stock" for any Trading Day means: (i) the closing bid price for the Common Stock on such Trading Day as published by the National Association of Securities Dealers Automated Quotation System ("NASDAQ") (or, if such prices are not so published by NASDAQ, the average of the high and low bid prices for the Common Stock on such Trading Day, as furnished by any New York Stock Exchange member firm selected from time to time by the Corporation for such purpose); or (ii) if the Common Stock is then listed or admitted to trading on a national securities exchange, the last sale price regular way for the Common Stock on such Trading Day as reported in the consolidated transaction reporting system for securities listed or traded on such exchange, or, in case no such reported sale takes place on such Trading Day, the reported closing bid price regular way for the Common Stock on such Trading Day on the principal national securities exchange on which the Common Stock is then listed or admitted to trading.

(d) The term "Trading Day" shall mean any day on which trading takes place on the principal market on which the Common Stock trades, or, if the Common Stock is not listed for trading on any recognized market or exchange, a day on which a sale transaction occurs with respect to such Common Stock.

3. DIVIDENDS. Each holder of Series D Preferred shall be entitled to receive, when, as, and if declared by the Board of Directors, out of any funds legally available for such use, such dividends which the Board of Directors may determine from time to time in its sole discretion. No dividends or distributions may be made to holders of Junior Stock prior to the moment the Series D Preferred have been redeemed or converted. Dividends or distributions can only be paid to holders of shares on parity with the Series D Preferred if also paid to the holders of Series D Preferred at the same time.

4. LIQUIDATION PREFERENCE.

(a) In General. In the event of any voluntary or involuntary liquidation, dissolution, reorganization or winding-up (each, a "Liquidation") of the Corporation, the holders of Series D Preferred shall be entitled to have set apart for them or to be paid out of the assets of the Corporation (after provision for the holders of Senior Stock but before the holders of Junior Stock) an amount in cash equal to, and in no event more than, \$1,000 per share of Series D Preferred plus a sum of money equal to all dividends accrued and unpaid thereon up to the date that payment is made available to the holders of Series D Preferred (the "Liquidation Amount"). After the full Liquidation Amount has been paid to, or determined and set apart for the Series D Preferred Stock and all other series of Preferred Stock of equal ranking with the Series D Preferred (the "Parity Stock"), if any, the remaining assets of the Corporation available for distribution to stockholders shall be distributed to the holders of Junior Stock as their interests may appear.

(b) Insufficient Funds. If, upon such Liquidation, the assets of the Corporation available for distribution to the holders of its stock shall be insufficient to permit the distribution in full of the amounts receivable as aforesaid by the holders of Series D Preferred, then all such assets of the Corporation then remaining shall be distributed ratably among the holders of Series D Preferred and any Parity Stock, in proportion to the amounts which each would have been entitled to receive if such assets were sufficient to permit distribution in full as aforesaid.

(c) Events Not Triggering Liquidation. Neither the consolidation nor merger of the Corporation nor the sale, lease or transfer by the Corporation of all or any part of its assets shall be deemed to be a Liquidation for the purposes of this Section 4, and the Series D Preferred Stock shall be entitled only to (i) the rights provided in any agreement or plan governing the reorganization or other consolidation, merger or sale of assets transaction, (ii) the rights contained in the Delaware General Corporation Law and (iii) the rights contained in other Sections hereof.

5. VOTING.

(a) Voting; Generally. Except as otherwise required by law or as provided herein, a holder of Series D Preferred shall be entitled:

(i) for each share of Series D Preferred held, to the number of votes per share equal to the number of whole shares of Common Stock into which each share of Series D Preferred is convertible as of the record date for the determination of stockholders entitled to vote;

(ii) to vote on or consent to all matters upon which the holders of Common Stock are entitled to vote or consent; and

(iii) to notice of any stockholders meeting in accordance with the By-laws of the Corporation.

(b) Fractional Votes. Fractional votes shall not be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Series D Preferred held by each holder) shall be rounded to the nearest whole number (with one-half being rounded upward).

(c) Class Voting Rights.

(i) Except as otherwise provided in the Certificate of Incorporation or as expressly required by law, the holders of Series D Preferred, the holders of Common Stock and the holders of any other class or series of shares entitled to vote with the Common Stock, shall vote together as a single class on all matters presented to stockholders and not as separate classes.

(ii) Notwithstanding the foregoing, the Corporation shall not, without the affirmative vote or consent of the holders of at least fifty percent (50%) of all the outstanding shares of Series D Preferred, voting separately as a class, amend, alter or repeal any provision of the Certificate of Incorporation or the By-Laws of the Corporation so as to materially and adversely affect the relative rights, preferences, qualifications, limitations or restrictions of the Series D Preferred. For this purpose, the authorization or issuance of any stock on parity with or junior to the Series D Preferred as to the right to receive dividends or distributions upon a Liquidation shall not be deemed so to adversely affect the Series D Preferred.

6. REDEMPTION.

(a) Redemption; Generally. Subject to the provisions of Section 6(b) hereof, if at any time beginning on the day that is the second anniversary after the first date on which the shares of Series D Preferred are issued, the Market Price per share of Common Stock for thirty (30) consecutive trading days ending no more than five (5) days prior to the giving of the Redemption Notice pursuant to Section 6(b) hereof, is at least 200% of the Conversion Price then in effect, the Corporation, at its option, may (except as otherwise provided in Section 7 hereof) redeem, in whole or in part, the Series D Preferred at the Liquidation Amount (as defined in Section 4(a) hereof), *provided* that the shares of Common Stock issuable upon conversion of the Series D Preferred pursuant to Section 7 hereof are then registered for resale pursuant to an effective registration statement under the Securities Act of 1933, as amended.

(b) Redemption Notice. Not less than fifteen (15) and no more than forty-five (45) days prior to the date fixed for any redemption of the Series D Preferred, a notice (a "Redemption Notice") specifying the time, date and place of the redemption (the "Redemption Date") and the Liquidation Amount shall be given by mail to the holders of record of the shares of Series D Preferred to be redeemed at their respective addresses as shown on the stock records of the Corporation. If less than all of the Series D Preferred then outstanding are to be redeemed, the Redemption Notice mailed to each holder of shares of Series D Preferred to be redeemed shall identify the shares of Series D Preferred held by such holder to be redeemed. Any failure to mail such Redemption Notice or any defect therein or in the mailing thereof shall not affect the validity of the proceedings for such redemption except as to a holder (i) to whom the Corporation has failed to mail such notice or (ii) whose notice was defective. An affidavit of the Secretary of the Corporation (or of a transfer agent for the Series D Preferred, if one has been appointed) that the Redemption Notice has been mailed shall, in the absence of fraud, be prima facie evidence of the facts stated therein. The Redemption Notice shall also clearly state the date and time by which the holders of the Series D Preferred must exercise any conversion rights under Section 7 hereof with respect to any shares being called for redemption.

(c) Termination of Rights Upon Redemption.

(i) From and after the Redemption Date (unless default be made by the Corporation in providing moneys for the payment of the redemption price), all dividends on shares of Series D Preferred thereby called for redemption shall cease to accrue, and all rights of the holders thereof as stockholders of the Corporation (except the right to receive payment of the Liquidation Amount) shall cease.

(ii) If the Corporation shall, with respect to shares of Series D Preferred called for redemption, irrevocably deposit, in trust for the account of the holders of shares of Series D Preferred to be redeemed, a sum sufficient to redeem such shares upon surrender of certificates therefor, then such shares which have been called for redemption shall not be deemed to be outstanding shares for the purpose of voting or determining the total number of shares entitled to vote on any matter on and after the date the Redemption Notice has been sent to holders thereof and such deposit has been made.

(d) Unclaimed Redemption Amounts. In the event the holder of any such shares of Series D Preferred shall not, within three (3) years after the Redemption Date, claim the amount deposited for the redemption thereof, the depositary shall, upon the request of the Corporation, pay over to the Corporation such unclaimed amount. Any moneys so deposited by the Corporation which shall not be required for redemption because of the exercise of any right of conversion subsequent to the date of the deposit, and any interest accrued on any moneys so deposited, shall be repaid to the Corporation upon request.

(e) Delivery of Liquidation Amount. From and after the Redemption Date, the Corporation shall, at the place specified in the Redemption Notice, upon presentation and surrender to the Corporation by the holder thereof of one or more certificates representing shares of Series D Preferred to be redeemed, deliver or cause to be delivered to or upon the written order of such holder a sum in cash equal to the Liquidation Amount of the shares of such holder to be redeemed, together with, if the certificate(s) presented and surrendered by such holder represent a greater number of shares than the number of shares to be redeemed from such holder, one or more new certificates registered in the name of such holder and representing the shares of Series D Preferred not redeemed.

(f) Status of Redeemed Shares. Shares of Series D Preferred redeemed pursuant to this Section 6 or converted pursuant to Section 7 hereof shall thereupon be deemed retired and shall resume the status of authorized but unissued shares of Preferred Stock (without serial designation) and may, subject to the provisions hereof, be reissued as shares of Series D Preferred or shares of any other series of Preferred Stock as determined by the Board of Directors of the Corporation.

7. CONVERSION.

(a) Conversion Generally; Notice of Conversion. Subject to the provisions of Section 6 hereof regarding redemption and to the terms and conditions of this Section 7, shares of Series D Preferred shall be convertible, in whole or in part, at the option of the holder thereof (except that, in respect of any such shares which shall have been called for redemption, such option shall terminate at the close of business on the second full business day prior to the Redemption Date unless the Corporation shall default in the payment of the Liquidation Amount), into the number of whole shares (calculated to the nearest whole share, with 5/10ths of a share being considered as nearer to the next higher whole share) of fully paid and nonassessable Common Stock at the then applicable Conversion Price (as defined below), each share of Series D Preferred being taken at \$1,000 for the purpose of such conversion, by surrender of a certificate or certificates for shares of Series D Preferred so to be converted at the principal place of business of the Corporation to the attention of the Secretary (or at such other place or places, or to such other person's attention, as may be designated by the Corporation) at any time during usual business hours, together with written notice (a "Conversion Notice") that the holder elects to convert all such shares of Series D Preferred, or a stated number of shares thereof, in accordance with the provisions of this Section 7. Such Conversion Notice shall also state the name or names (with addresses) in which the certificate or certificates for Common Stock shall be issued. The date on which a Conversion Notice is given to the Company shall be deemed to be the date set forth therefor in the Conversion Notice (the "Conversion Date").

(b) Delivery of Converted Securities. As promptly as practicable after the Conversion Date, the Corporation shall deliver or cause to be delivered to or upon the written order of such holder one or more certificates representing the number of shares of Common Stock issuable upon such conversion, issued in such name or names as such holder may direct, together with, if the certificate(s) surrendered evidence a greater number of shares than the number of shares to be converted, one or more certificates evidencing the shares of Series D Preferred not to be converted. On each Conversion Date, all rights of the converting holder as a holder of the shares of Series D Preferred surrendered for conversion shall cease and the person or persons in whose name or names the certificate(s) for the shares of Common Stock issuable upon conversion are to be issued shall be treated for all purposes as having become the record holder or holders thereof at such time.

(c) Last Day of Conversion. If the last day for the exercise of the conversion option be, in the jurisdiction where the principal place of business of the Corporation (or other place designated by the Corporation as a place for conversion of shares of Series D Preferred) is located, a Saturday, Sunday or legal holiday, then such conversion option may be exercised, at the conversion price in effect on such last day, upon the next succeeding day not a Saturday, Sunday or legal holiday in such jurisdiction.

(d) Conversion Price. The conversion price for the shares of Series D Preferred shall be \$1.30 per share (the "Conversion Price"); *provided* that, if adjustment of the Conversion Price is required pursuant to Section 7(e) hereof, the Conversion Price shall be such adjusted price.

(e) Adjustment of Conversion Price. In case any of the following shall occur (each, a "Conversion Adjustment Event"):

(i) any reclassification or change in the outstanding shares of Common Stock (other than a change in par value, or from par value to no par value, or from no par value to par value, or as a result of a subdivision or combination);

(ii) any consolidation or merger to which the Corporation is a party (other than a merger in which the Corporation is the surviving corporation and which does not result in any reclassification of, or change in, the outstanding shares of Common Stock); or

(iii) any sale or conveyance to another corporation, entity or person of the property of the Corporation as an entirety or substantially as an entirety, other than a sale/leaseback, mortgage or other similar financing transaction,

then, in each such case, appropriate provision shall be made, effective as of the effective date of any Conversion Adjustment Event, as the case may be, whereby the holders of Series D Preferred then outstanding shall have the right to convert such shares of Series D Preferred into the kind and amount of shares of stock, other securities or property, including cash, which would have been receivable upon such Conversion Adjustment Event by a holder of the number of shares of Common Stock which would have been issuable upon conversion of the shares of Series D Preferred immediately prior to such Conversion Adjustment Event. In connection with any provision made pursuant to the terms of the preceding sentence, provision shall also be made

for adjustments which shall be as nearly equivalent as may be practicable to the adjustments provided for in this Section 7(d). The above provisions of this Section 7(d) shall similarly apply to successive Conversion Adjustment Events.

(f) Decision of the Board of Directors Is Binding. Any determination as to whether an adjustment in the Conversion Price in effect hereunder is required pursuant to Section 7(e) hereof, or as to the amount of any such adjustment, if required, shall be final, binding and conclusive if made in good faith by the Board of Directors of the Corporation.

(g) Notice of Adjustments. Whenever a Conversion Adjustment Event occurs, then, in each such case, the Corporation shall mail, or cause to be mailed, to the holders of Series D Preferred, of record not more than ten (10) days before the date of mailing, a notice in writing stating the kind and amount of shares of stock, other securities or property, including cash, which such holders are entitled to receive as a result of such Conversion Adjustment Event, and the facts on which such calculation is based. An affidavit of the Secretary of the Corporation (or of a transfer agent for the Series D Preferred, if one has been appointed) that any such notice has been mailed shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(h) Fractional Shares. No fractional shares of stock shall be issued upon the conversion of any Series D Preferred. If the number of shares of Common Stock issuable upon any such conversion would include a fraction of a share, such number shall be rounded up to the next whole number of shares of Common Stock.

(i) No Adjustments for Dividends. Upon any conversion, no adjustment shall be made for dividends on the Series D Preferred surrendered for conversion or on the Common Stock delivered.

(j) Reservation of Shares. The Corporation will at all times reserve and keep available out of its authorized but unissued capital stock, solely for the purpose of issue upon conversion of the Series D Preferred, as provided in this Section 7, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series D Preferred, and, upon the issuance thereof upon conversion, all in accordance with the provisions hereof, such shares of Common Stock shall be duly and validly issued, fully paid and nonassessable.

(k) Transfer Taxes. The issuance of certificates for shares of Common Stock shall be made without charge for any tax in respect of such issuance. However, if any such certificate is to be issued in a name other than that of the holder of the converted Series D Preferred, the Corporation shall not be required to issue or deliver any stock certificate or certificates unless and until the holder has paid to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due.

(l) Notice Upon Setting a Record Date for Dividends or Distributions to Holders of Common Stock. In the event of:

(i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders of such securities who are entitled to receive any dividend or other distribution on the Common Stock or any right, warrant or option to subscribe for or purchase any shares of Common Stock of any class; or

(ii) any reclassification or recapitalization of the capital stock of the Corporation, any consolidation or merger of the Corporation with or into another corporation, any transfer of all or substantially all of the assets of the Corporation to any other corporation, entity or person, or any voluntary or involuntary dissolution, liquidation, reorganization or winding-up of the Corporation,

the Corporation shall mail to each holder of Series D Preferred at least ten (10) days prior to the date specified in such notice, a notice specifying:

- (A) the date on which any such record is to be taken for the purpose of such dividend, distribution or rights;
- (B) the date on which any such reclassification, recapitalization, consolidation, merger, transfer, dissolution, liquidation, reorganization or winding-up is expected to come effective; and
- (C) the time, if any is to be fixed, as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reorganization, reclassification, recapitalization, consolidation, merger, transfer, dissolution, liquidation, reorganization or winding-up.

8. GENERAL.

(a) If any other class or series of preferred or special stock or series of Preferred Stock shall be created, whether ranking prior to or on a parity with or junior to Series D Preferred as to dividends or in Liquidation, either by or pursuant to authority granted in the Certificate of Incorporation (as the same may hereafter be amended), nothing in this Certificate of Designations shall prevent the holders of any such other class or series of preferred or special stock or series of Preferred Stock from being given any powers, preferences and relative, participating, optional and other special rights authorized by law and the Certificate of Incorporation (as the same may hereafter be amended).

(b) The section headings contained in this Certificate of Designations are for reference purposes only and shall not affect in any way the meaning of this Certificate of Designations.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

THE UNDERSIGNED President and Chief Executive Officer of Internet Commerce Corporation hereby makes this certificate, declaring and certifying that this is the duly authorized act and deed of the Corporation and the facts herein stated are true, and accordingly have hereunto set his hand this 29th day of April, 2003.

INTERNET COMMERCE CORPORATION

By: /s/ G. Michael Cassidy
Name: G. Michael Cassidy
Title: President and Chief Executive Officer

ATTEST:

By: /s/ Walter M. Psztur
Walter M. Psztur, Secretary

CERTIFICATE OF OWNERSHIP AND MERGER

OF

**INTERNET COMMERCE CORPORATION,
a Delaware corporation**

AND

**RESEARCH TRIANGLE COMMERCE, INC.,
a North Carolina corporation**

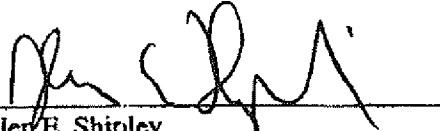
(Pursuant to Section 253 of the
General Corporation Law of Delaware)

INTERNET COMMERCE CORPORATION, a corporation organized and existing under the laws of the State of Delaware, does hereby certify the following as the surviving corporation in a merger between a Delaware parent corporation and a North Carolina subsidiary corporation:

1. Internet Commerce Corporation owns all of the outstanding capital stock of Research Triangle Commerce, Inc., a North Carolina corporation.
2. A merger has been approved by the boards of directors of Internet Commerce Corporation, and its wholly owned subsidiary, Research Triangle Commerce, Inc. by resolutions in accordance with the laws of both Delaware and North Carolina.
3. Internet Commerce Corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 55-11-04 of the General Statutes of North Carolina, by the attached resolutions of its board of directors, does merge Research Triangle Commerce, Inc. into itself with INTERNET COMMERCE CORPORATION being the surviving corporation effective on December 31, 2004.
4. The resolutions of the board of directors of Internet Commerce Corporation and the Plan of Merger, adopted by the board of directors of Internet Commerce Corporation on December 30, 2004, and by the board of directors of Research Triangle Commerce, Inc. on December 30, 2004, are attached hereto.
5. This Certificate shall be effective as of December 31, 2004.

IN WITNESS WHEREOF, said INTERNET COMMERCE CORPORATION has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer on this 30th day of December 2004.

INTERNET COMMERCE CORPORATION

By: 
Glen E. Shipley
Chief Financial Officer

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF INTERNET COMMERCE CORPORATION
ADOPTED AT A MEETING ON DECEMBER 30, 2004**

APPROVAL OF MERGER

WHEREAS, Research Triangle Commerce, Inc., a North Carolina corporation ("RTC") is a wholly-owned subsidiary of the Company;

WHEREAS, after careful consideration, the Board of Directors of the Company believes it to be in the best interests of the Company and its stockholders to authorize the merger of RTC with and into the Company, with the Company as the surviving corporation following the merger (the "Merger");

WHEREAS, Section 253 of the Delaware Corporation Law provides that a parent corporation owning at least 90 percent of the outstanding shares of each class of a subsidiary corporation may merge with its subsidiary without approval of the shareholders of the parent or subsidiary by executing, acknowledging and filing a certificate of ownership and merger with a copy of the resolution of its board of directors that adopts such merger;

WHEREAS, Section 55-11-04 of North Carolina Business Corporation Act permits a corporation to merge with its parent corporation without shareholder approval by executing, acknowledging and filing articles of merger with a copy of the plan of merger adopted by the parent corporation's board of directors;

WHEREAS, in connection with the Merger, the Board of Directors has determined it to be advisable and in the best interests of the Company to file (i) the Certificate of Ownership and Merger attached hereto as **Exhibit A** (the "Certificate of Ownership and Merger") with the Secretary of State of the State of Delaware and (ii) the Articles of Merger attached hereto as **Exhibit B** (the "Articles of Merger") with the Secretary of State of the State of North Carolina, with such changes as may be approved by the officers, or any of them, of the Company, with such officer's execution and delivery thereof to be conclusive evidence of such approval; and

WHEREAS, a plan of merger, in the form attached hereto as **Exhibit C** (the "**Plan of Merger**"), has been prepared and submitted for consideration by the Board of Director.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Director hereby authorizes, adopts and approves the Merger, the Certificate of Ownership and Merger in substantially the form attached hereto as **Exhibit A**, the Articles of Merger in substantially the form attached hereto as **Exhibit B** and the Plan of Merger in substantially the form attached hereto as **Exhibit C**, each with such changes as may be approved by the officers of the Company, or any of them, with such officer's execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that the Company shall merge with RTC, succeed to all of the assets and properties and assume all of the liabilities and obligations of RTC, and be the surviving corporation in the Merger;

FURTHER RESOLVED, that the officers of the Company are hereby authorized, empowered and directed on behalf of the Company to execute and file the Certificate of Ownership and Merger and this written consent with the Secretary of State of the State of Delaware, the Articles of Merger with the Secretary of State of the State of North Carolina and the Plan of Merger;

FURTHER RESOLVED, that by virtue of the Merger and without action on the part of the holder thereof, each then outstanding share of capital stock of the Company shall remain unchanged and continue to remain outstanding as one share of such class or series of capital stock of the Company, held by the person who was the holder of such share of capital stock of the Company immediately prior to the Merger;

FURTHER RESOLVED, that by virtue of the Merger and without action on the part of the holder thereof, each then outstanding share of capital stock of RTC shall be cancelled and no consideration shall be issued in respect thereof; and

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to take any and all other action including, without limitation, to file, execute, verify, acknowledge and deliver in the name and on behalf of the Company, and under its corporate seal or otherwise, any and all other documents, certificates, instruments, acts or things as they or any of them may deem necessary or advisable fully to carry out the intent and purposes of the foregoing resolutions, the proper exercise of such discretion being conclusively evidenced by the taking of such actions.

Exhibit A

Delaware Certificate of Ownership and Merger

[Please see attached.]

#1224950 v2 - BOD resol-merger of sub

TRADEMARK

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

**INTERNET COMMERCE CORPORATION,
a Delaware corporation**

AND

**RESEARCH TRIANGLE COMMERCE, INC.,
a North Carolina corporation**

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

INTERNET COMMERCE CORPORATION, a corporation organized and existing under the laws of the State of Delaware, does hereby certify the following as the surviving corporation in a merger between a Delaware parent corporation and a North Carolina subsidiary corporation:

1. Internet Commerce Corporation owns all of the outstanding capital stock of Research Triangle Commerce, Inc., a North Carolina corporation.
2. A merger has been approved by the boards of directors of Internet Commerce Corporation, and its wholly owned subsidiary, Research Triangle Commerce, Inc. by resolutions in accordance with the laws of both Delaware and North Carolina.
3. Internet Commerce Corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 55-11-04 of the General Statutes of North Carolina, by the attached resolutions of its board of directors, does merge Research Triangle Commerce, Inc. into itself with INTERNET COMMERCE CORPORATION being the surviving corporation effective on December 31, 2004.
4. The resolutions of the board of directors of Internet Commerce Corporation and the Plan of Merger, adopted by the board of directors of Internet Commerce Corporation on December 30, 2004, and by the board of directors of Research Triangle Commerce, Inc. on December 30, 2004, are attached hereto.
5. This Certificate shall be effective as of December 31, 2004.

#1225575 v1 - cert. of ownership/merger

TRADEMARK

REEL: 003992 FRAME: 0596

IN WITNESS WHEREOF, said INTERNET COMMERCE CORPORATION has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer on this 30th day of December 2004.

INTERNET COMMERCE CORPORATION

By: 
Glen E. Shipley
Chief Financial Officer

Exhibit B

North Carolina Articles of Merger

[Please see attached.]

**ARTICLES OF MERGER
OF
INTERNET COMMERCE CORPORATION (a Delaware corporation)
AND
RESEARCH TRIANGLE COMMERCE, INC. (a North Carolina corporation)**

Pursuant to the Section 55-11-04 and 55-11-05 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a Delaware parent corporation and a North Carolina subsidiary corporation:

1. A merger has been approved by the boards of directors of Internet Commerce Corporation, a Delaware corporation, and its wholly owned subsidiary, Research Triangle Commerce, Inc., a North Carolina corporation, by resolutions.
2. Internet Commerce Corporation is the surviving corporation and Research Triangle Commerce, Inc. is the merged corporation.
3. The Plan of Merger, adopted by the board of directors of Internet Commerce Corporation on December 30, 2004, and by the board of directors of Research Triangle Commerce, Inc. on December 30, 2004, is attached.
4. Pursuant to Section 55-11-04 of the General Statutes of North Carolina, shareholder approval of Internet Commerce Corporation and Research Triangle Commerce, Inc. of the Plan of Merger is not required because all of the outstanding shares of Research Triangle Commerce, Inc. are owned by Internet Commerce Corporation.
5. The merger is permitted by the General Corporation Law of the state of Delaware, under which Internet Commerce Corporation was incorporated.
6. The mailing address of Internet Commerce Corporation is 6801 Governors Lake Parkway, Suite 110, Norcross, Georgia 30071. Internet Commerce Corporation will file a statement of any subsequent change in its mailing address with the Secretary of State of State of North Carolina.
7. The Articles of Merger shall be effective as of December 31, 2004.

INTERNET COMMERCE CORPORATION

By: _____

Glen E. Shipley
Chief Financial Officer

TRADEMARK

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Exhibit C

Plan of Merger

[Please see attached.]

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger"), dated as of December 30, 2004, is among Internet Commerce Corporation, a Delaware corporation (the "Parent Company"), and Research Triangle Commerce, Inc., a North Carolina corporation (the "Subsidiary") (collectively "Constituent Corporations").

WHEREAS, the Parent Company owns 100% of the outstanding shares of capital stock of the Subsidiary and the parties thereto have agreed to the merger of the Subsidiary with and into the Parent Company;

WHEREAS, the Parent Company, as the sole shareholder of the Subsidiary and, the respective Boards of Directors of the Parent Company and the Subsidiary have each approved the merger of the Subsidiary into the Parent Company in accordance with each of the Delaware General Corporation Law (the "Delaware Law") and the North Carolina Business Corporation Act (the "North Carolina Act");

WHEREAS, this Plan of Merger shall be filed with Certificate of Ownership and Merger with the Secretary of State of Delaware and with Articles of Merger with the Secretary of State of North Carolina in order to consummate the merger of the Subsidiary with and into the Parent Company; and

WHEREAS, the Parent Company and the Subsidiary have agreed to execute and file this Plan of Merger as provided under the Delaware Law and the North Carolina Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Parent Company and the Subsidiary hereby agree as follows:

1. The Merger. At the Effective Time, in accordance with this Plan of Merger, and the Delaware Law and the North Carolina Act, the Subsidiary shall be merged (such merger being herein referred to as the "Merger") with and into the Parent Company, the separate existence of the Subsidiary shall cease, and the Parent Company shall continue as the surviving corporation. The Parent Company hereinafter is sometimes referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall retain the name "Internet Commerce Corporation"; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of such Constituent Corporations, shall not revert or be in any way

#1234979 v1 - Plan of merger-sub merger

TRADEMARK

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impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing Certificate of Ownership and Merger with the Secretary of State of Delaware and Articles of Merger with the Secretary of State of North Carolina, each with this Plan of Merger in such form as required by, and executed in accordance with, the relevant provisions of the Delaware Law and the North Carolina Act (the time of such filing being the "Effective Time" and the date of such filing being the "Effective Date").

4. Certificate of Incorporation, Bylaws and Directors and Officers. The Certificate of Incorporation and bylaws of the Surviving Corporation shall be identical with the Certificate of Incorporation and bylaws of the Parent Company as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the Delaware Law. The members of the Board of Directors and officers of the Parent Company immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of the Surviving Corporation, or until their respective successors are elected and qualified.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Parent Company, the Subsidiary or the holder of any of the shares (the "Shares") of capital stock of the Constituent Corporations:

(a) Each Share of each class or series of capital stock of the Parent Company issued and outstanding immediately prior to the Effective Time shall remain unchanged as one outstanding share of such class or series of capital stock of the Parent Company, held by the person who was the holder of such share of capital stock of the Parent Company immediately prior to the Merger.

(b) Each Share of capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever which obligates or may obligate the Parent Company to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

6. Taking of Necessary Action. Each of Parent Company and the Subsidiary shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Delaware Law, the North Carolina Act or any other applicable


laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of either the Parent Company or Subsidiary to take, all such lawful and necessary actions.

7. Waiver of Mailing Requirement. The Parent Company, as the sole shareholder of the Subsidiary, hereby waives the mailing requirement set forth in Section 55-11-04(c) of North Carolina Act, which requires the Parent Company to mail a copy of this Plan of Merger to each shareholder of the Subsidiary.

8. Appraisal Right. Shareholders of the Subsidiary who, except for the applicability of Section 55-11-04 of North Carolina Act, would be entitled to vote and who dissent from the Merger, may be entitled, if they comply with the provisions of North Carolina Act regarding appraisal rights, to be paid the fair value of their shares.

IN WITNESS WHEREOF, the Parent Company, and the Subsidiary have caused this Plan of Merger to be executed as of the date first above written.

INTERNET COMMERCE CORPORATION

By: 
Glen E. Shipley
Chief Financial Officer

RESEARCH TRIANGLE COMMERCE, INC.

By: 
Glen E. Shipley
Chief Financial Officer

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
RESEARCH TRIANGLE COMMERCE, INC.
ADOPTED AT A MEETING HELD ON DECEMBER 30, 2004**

APPROVAL OF MERGER

WHEREAS, the Company is a wholly-owned subsidiary of Internet Commerce Corporation, a Delaware corporation ("ICC");

WHEREAS, after careful consideration, the Board of Directors of the Company (the "Board") believes it to be in the best interests of the Company and its sole stockholder to authorize the merger of the Company with and into ICC, with ICC as the surviving corporation following the merger (the "Merger");

WHEREAS, Section 55-11-04 of North Carolina Business Corporation Act provides that a parent corporation owning at least ninety percent (90%) of the outstanding shares of each class of a subsidiary corporation may merge the subsidiary into the parent corporation without approval of the shareholders of the parent or subsidiary;

WHEREAS, a plan of merger, in the form attached hereto as **Exhibit A** (the "Plan of Merger"), has been prepared and submitted for consideration by the Board.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes, adopts and approves the Merger and the Plan of Merger in substantially the form attached hereto as **Exhibit A** with such changes as may be approved by the officers of the Company, or any of them, with such officer's execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that the Company shall merge with and into ICC, and ICC shall succeed to all of the assets and properties, assume all of the liabilities and obligations of the Company, and be the surviving corporation in the Merger;

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed on behalf of the Company to execute the Plan of Merger;

FURTHER RESOLVED, that by virtue of the Merger and without action on the part of the holder thereof, each then outstanding share of capital stock of the Company shall be canceled and no consideration shall be issued in respect thereof; and

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to take any and all other action including, without limitation, to file, execute, verify, acknowledge and deliver in the name and on behalf of the Company, and under its corporate seal or otherwise, any and all other documents, certificates, instruments, acts or things as they or any of them may deem necessary or advisable fully to carry out the intent and purposes of the foregoing resolutions, the proper exercise of such discretion being conclusively evidenced by the taking of such actions.

#1334973 v1 - BOD-Sub-merger

**TRADEMARK
REEL: 003992 FRAME: 0604**

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger"), dated as of December 30, 2004, is among Internet Commerce Corporation, a Delaware corporation (the "Parent Company"), and Research Triangle Commerce, Inc., a North Carolina corporation (the "Subsidiary") (collectively "Constituent Corporations").

WHEREAS, the Parent Company owns 100% of the outstanding shares of capital stock of the Subsidiary and the parties thereto have agreed to the merger of the Subsidiary with and into the Parent Company;

WHEREAS, the Parent Company, as the sole shareholder of the Subsidiary and, the respective Boards of Directors of the Parent Company and the Subsidiary have each approved the merger of the Subsidiary into the Parent Company in accordance with each of the Delaware General Corporation Law (the "Delaware Law") and the North Carolina Business Corporation Act (the "North Carolina Act");

WHEREAS, this Plan of Merger shall be filed with Certificate of Ownership and Merger with the Secretary of State of Delaware and with Articles of Merger with the Secretary of State of North Carolina in order to consummate the merger of the Subsidiary with and into the Parent Company; and

WHEREAS, the Parent Company and the Subsidiary have agreed to execute and file this Plan of Merger as provided under the Delaware Law and the North Carolina Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Parent Company and the Subsidiary hereby agree as follows:

1. The Merger. At the Effective Time, in accordance with this Plan of Merger, and the Delaware Law and the North Carolina Act, the Subsidiary shall be merged (such merger being herein referred to as the "Merger") with and into the Parent Company, the separate existence of the Subsidiary shall cease, and the Parent Company shall continue as the surviving corporation. The Parent Company hereinafter is sometimes referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall retain the name "Internet Commerce Corporation"; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of such Constituent Corporations, shall not revert or be in any way

impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing Certificate of Ownership and Merger with the Secretary of State of Delaware and Articles of Merger with the Secretary of State of North Carolina, each with this Plan of Merger in such form as required by, and executed in accordance with, the relevant provisions of the Delaware Law and the North Carolina Act (the time of such filing being the "Effective Time" and the date of such filing being the "Effective Date").

4. Certificate of Incorporation, Bylaws and Directors and Officers. The Certificate of Incorporation and bylaws of the Surviving Corporation shall be identical with the Certificate of Incorporation and bylaws of the Parent Company as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the Delaware Law. The members of the Board of Directors and officers of the Parent Company immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of the Surviving Corporation, or until their respective successors are elected and qualified.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Parent Company, the Subsidiary or the holder of any of the shares (the "Shares") of capital stock of the Constituent Corporations:

(a) Each Share of each class or series of capital stock of the Parent Company issued and outstanding immediately prior to the Effective Time shall remain unchanged as one outstanding share of such class or series of capital stock of the Parent Company, held by the person who was the holder of such share of capital stock of the Parent Company immediately prior to the Merger.

(b) Each Share of capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever which obligates or may obligate the Parent Company to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

6. Taking of Necessary Action. Each of Parent Company and the Subsidiary shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Delaware Law, the North Carolina Act or any other applicable

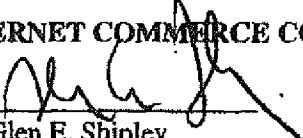
laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of either the Parent Company or Subsidiary to take, all such lawful and necessary actions.

7. Waiver of Mailing Requirement. The Parent Company, as the sole shareholder of the Subsidiary, hereby waives the mailing requirement set forth in Section 55-11-04(c) of North Carolina Act, which requires the Parent Company to mail a copy of this Plan of Merger to each shareholder of the Subsidiary.

8. Appraisal Right. Shareholders of the Subsidiary who, except for the applicability of Section 55-11-04 of North Carolina Act, would be entitled to vote and who dissent from the Merger, may be entitled, if they comply with the provisions of North Carolina Act regarding appraisal rights, to be paid the fair value of their shares.

IN WITNESS WHEREOF, the Parent Company, and the Subsidiary have caused this Plan of Merger to be executed as of the date first above written.

INTERNET COMMERCE CORPORATION

By: 
Glen E. Shipley
Chief Financial Officer

RESEARCH TRIANGLE COMMERCE, INC.

By: 
Glen E. Shipley
Chief Financial Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:42 AM 12/30/2005
FILED 08:37 AM 12/30/2005
SRV 051074749 - 2279234 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
INTERNET COMMERCE CORPORATION,
a Delaware corporation
AND
ELECTRONIC COMMERCE SYSTEMS, INC.,
a Georgia corporation**

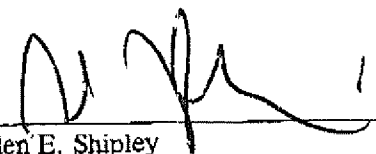
(Pursuant to Section 253 of the
General Corporation Law of Delaware)

INTERNET COMMERCE CORPORATION, a corporation organized and existing under the laws of the State of Delaware, does hereby certify the following as the surviving corporation in a merger between a Delaware parent corporation and a Georgia subsidiary corporation:

1. Internet Commerce Corporation owns all of the outstanding capital stock of Electronic Commerce Systems, Inc., a Georgia corporation.
2. A merger has been approved by the boards of directors of Internet Commerce Corporation, and its wholly owned subsidiary, Electronic Commerce Systems, Inc. by resolutions in accordance with the laws of both Delaware and Georgia.
3. Internet Commerce Corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 14-2-1104 of the Georgia Business Corporation Code, by the attached resolutions of its board of directors, does merge Electronic Commerce Systems, Inc. into itself with INTERNET COMMERCE CORPORATION being the surviving corporation effective on December 30, 2005.
4. The resolutions of the board of directors of Internet Commerce Corporation and the Plan of Merger, adopted by the board of directors of Internet Commerce Corporation on December 30, 2005, and by the board of directors of Electronic Commerce Systems, Inc. on December 30, 2005, are attached hereto.
5. This Certificate shall be effective as of December 30, 2005.

IN WITNESS WHEREOF, said INTERNET COMMERCE CORPORATION has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer on this 30th day of December, 2005.

INTERNET COMMERCE CORPORATION

By: 
Glen E. Shipley
Chief Financial Officer

MMMBUCKHEAD-#1338642-VI-DE_Certificate_of_Ownership_ECS

**ACTION OF THE BOARD OF DIRECTORS OF
ELECTRONIC COMMERCE SYSTEMS, INC.
TAKEN BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING**

Effective December 30, 2005, the undersigned, being each of the directors of Electronic Commerce Systems, Inc. (the "Company"), pursuant to Section 14-2-821 of Georgia Business Corporation Code ("Code") and in lieu of a meeting of the Board of Directors of the Company (the "Board of Directors"), do hereby (i) consent to the adoption of the following resolutions, which shall have the same force and effect as a unanimous vote taken at a duly called and held meeting of the Board of Directors, (ii) waive all requirements of notice and (iii) direct that this consent be filed with the minutes of the proceedings of the Board of Directors of the Company.

APPROVAL OF MERGER

WHEREAS, the Company is a wholly-owned subsidiary of Internet Commerce Corporation, a Delaware corporation ("ICC");

WHEREAS, after careful consideration, the Board of Directors of the Company (the "Board") believes it to be in the best interests of the Company and its sole shareholder to authorize the merger of the Company with and into ICC, with ICC as the surviving corporation following the merger (the "Merger");

WHEREAS, Section 14-2-1104 of the Code provides that a parent corporation owning at least ninety percent of the outstanding shares of each class of a subsidiary corporation may merge the subsidiary into the parent corporation without approval of the shareholders of the parent or subsidiary; and

WHEREAS, a plan of merger, in the form attached hereto as Exhibit A (the "Plan of Merger"), has been prepared and submitted for consideration by the Board;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes, adopts and approves the Merger and the Plan of Merger with such changes as may be approved by the officers of the Company, or any of them, with such officer's execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that the Company shall merge with and into ICC, and ICC shall succeed to all of the assets and properties, assume all of the liabilities and obligations of the Company, and be the surviving corporation in the Merger;

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed on behalf of the Company to execute the Plan of Merger;

FURTHER RESOLVED, that by virtue of the Merger and without action on the part of the holder thereof, each then outstanding share of capital stock of the Company shall be canceled and no consideration shall be issued in respect thereof; and

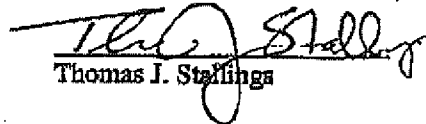
FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to take any and all other action including, without limitation, to file, execute, verify, acknowledge and deliver in the name and on behalf of the Company, and under its corporate seal or otherwise, any and all other documents, certificates, instruments, acts or things as they or any of them may deem necessary or advisable fully to carry out the intent and purposes of the foregoing resolutions, the proper exercise of such discretion being conclusively evidenced by the taking of such actions.

IN WITNESS WHEREOF, the undersigned directors have consented as of the date first above written.

DIRECTORS:



Glen B. Shipley



Thomas J. Stallings

Exhibit A

Plan of Merger

MMMBUCKHRAD-#1338640-v1-ECS_BOD_Constr (2)

**PLAN OF MERGER
ELECTRONIC COMMERCE SYSTEMS, INC.
AND
INTERNET COMMERCE CORPORATION**

THIS PLAN OF MERGER (the "Plan of Merger"), dated as of December 30, 2005, is made by and between Internet Commerce Corporation, a Delaware corporation (the "Parent Company"), and Electronic Commerce Systems, Inc., a Georgia corporation (the "Subsidiary") (collectively, the "Constituent Corporations").

WHEREAS, the Parent Company owns 100% of the outstanding shares of capital stock of the Subsidiary and the parties thereto have agreed to the merger of the Subsidiary with and into the Parent Company;

WHEREAS, the Parent Company, as the sole shareholder of the Subsidiary and the respective Boards of Directors of the Parent Company and the Subsidiary have each approved the merger of the Subsidiary into the Parent Company in accordance with each of the Delaware General Corporation Law (the "Delaware Law") and the Georgia Business Corporation Code (the "Georgia Code");

WHEREAS, this Plan of Merger shall be filed with Certificate of Ownership and Merger with the Secretary of State of Delaware in order to consummate the merger of the Subsidiary with and into the Parent Company; and

WHEREAS, the Parent Company and the Subsidiary have agreed to execute and file this Plan of Merger as provided under the Delaware Law and the Georgia Code;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Parent Company and the Subsidiary hereby agree as follows:

1. The Merger. At the Effective Time, in accordance with this Plan of Merger, and the Delaware Law and the Georgia Code, the Subsidiary shall be merged (such merger being herein referred to as the "Merger") with and into the Parent Company, the separate existence of the Subsidiary shall cease, and the Parent Company shall continue as the surviving corporation. The Parent Company hereinafter is sometimes referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall retain the name "Internet Commerce Corporation"; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of such Constituent Corporations, shall not revert or be in any way

impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing a Certificate of Merger with the Secretary of State of Georgia and a Certificate of Ownership and Merger with the Secretary of State of Delaware with this Plan of Merger in such form as required by, and executed in accordance with, the relevant provisions of the Georgia Code and the Delaware Law (the time of such filing being the "Effective Time" and the date of such filing being the "Effective Date").

4. Certificate of Incorporation, Bylaws, Directors and Officers. The Certificate of Incorporation and bylaws of the Surviving Corporation shall be identical with the Certificate of Incorporation and bylaws of the Parent Company as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the Delaware Law. The members of the Board of Directors and officers of the Parent Company immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of the Surviving Corporation, or until their respective successors are elected and qualified.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Parent Company, the Subsidiary or the holder of any of the shares of capital stock of the Constituent Corporations (the "Shares"):

(a) Each Share of each class or series of capital stock of the Parent Company issued and outstanding immediately prior to the Effective Time shall remain unchanged as one outstanding share of such class or series of capital stock of the Parent Company, held by the person who was the holder of such share of capital stock of the Parent Company immediately prior to the Merger.

(b) Each Share of capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever that obligates or may obligate the Parent Company to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

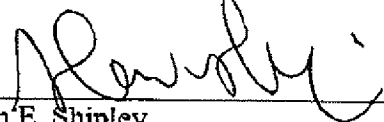
6. Taking of Necessary Action. Each of the Parent Company and the Subsidiary shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Delaware Law, the Georgia Code or any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the

Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of either the Parent Company or Subsidiary to take all such lawful and necessary actions.

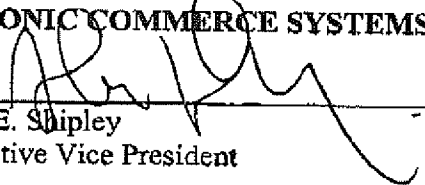
7. Waiver of Mailing Requirement. The Parent Company, as the sole shareholder of the Subsidiary, hereby waives the mailing requirement Section 14-2-1104(c) of the Georgia Code, which requires the Parent Company to mail a copy of this Plan of Merger to each shareholder of the Subsidiary.

IN WITNESS WHEREOF, the Parent Company and the Subsidiary have caused this Plan of Merger to be executed as of the date first above written.

INTERNET COMMERCE CORPORATION

By: 
Glen E. Shipley
Chief Financial Officer

ELECTRONIC COMMERCE SYSTEMS, INC.

By: 
Glen E. Shipley
Executive Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:10 PM 05/19/2006
FILED 04:46 PM 05/19/2006
SPZ 060481338 - 2279234 FILE

**CERTIFICATE OF ELIMINATION OF
SERIES A AND SERIES S PREFERRED STOCK OF
INTERNET COMMERCE CORPORATION**

(Pursuant to Section 151 of the General Corporation Law of the State of Delaware)

Internet Commerce Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), acting pursuant to Section 151(g) of the Delaware General Corporation Law (the "Delaware Law"), does hereby submit the Certificate of Elimination, which shall have the effect of eliminating from the Corporation's Certificate of Incorporation all matters set forth in the Certificates of Designation referred to below.

The Corporation hereby certifies that the following resolutions were duly and validly adopted by the Corporation's Board of Directors in a unanimous written content dated May 1, 2006:

"WHEREAS, on April 23, 1999, the Corporation filed a Certificate of Designation of Series A Convertible Redeemable Preferred Stock (the "Series A Certificate of Designation") and a Certificate of Designation of Series S Preferred Stock (the "Series S Certificate of Designation") the Secretary of State of the State of Delaware pursuant to Section 151(g) of the Delaware General Corporation Law (the "Delaware Law");

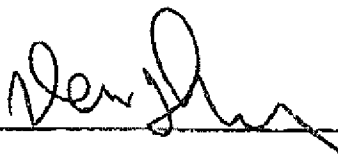
WHEREAS, neither shares of Series A Convertible Redeemable Preferred Stock and Series S Preferred Stock are outstanding, and no such shares will be issued subject to the Series A and Series S Certificates of Designation;

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the authority conferred upon the Board of Directors by the provisions of the Restated Certificate of Incorporation of the Corporation, as amended, and by Section 151(g) of the DGCL, the Board of Directors hereby eliminates the Series A Convertible Redeemable Preferred Stock and Series S Preferred Stock authorized by the Corporation, none of which is currently outstanding and none of which will be issued in the future, and that all matters set forth in the Series A and Series S Certificates of Designation with respect to such Series A Convertible Redeemable Preferred Stock and Series S Preferred Stock be eliminated from the Certificate of Incorporation of the Corporation;

FURTHER RESOLVED, that the officers of the Corporation are hereby directed to file with the Secretary of State of the State of Delaware a certificate pursuant to Sections 103 and 151(g) of the Delaware Act setting forth these resolutions in order to eliminate from the Corporation's Restated Certificate of Incorporation all matters set forth in the Series A and Series S Certificates of Designation (the "Certificate of Elimination"); and

FURTHER RESOLVED, that the appropriate officers of the Corporation, and each of them, are hereby authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Corporation, all such instruments, documents and certificates, as they may deem necessary, appropriate or desirable in order to effect the purposes of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, documents or certificates, as the case may be, by or under the direction of such officers).”

IN WITNESS WHEREOF, the undersigned, being an officer of the Corporation, has executed this Certificate of Elimination on behalf of the Corporation this 19th day of May, 2006, having been so authorized by the foregoing resolutions of the Corporation’s Board of Directors.

By: 

Name: Glen E. Shipley
Title: Chief Financial Officer and Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
INTERNET COMMERCE CORPORATION,
a Delaware corporation
AND
THE KODIAK GROUP, INC.,
a Massachusetts corporation**

(Pursuant to Section 253 of the
Delaware General Corporation Law)

INTERNET COMMERCE CORPORATION, a corporation organized and existing under the laws of the State of Delaware, does hereby certify the following as the surviving corporation in a merger between a Delaware parent corporation and a wholly-owned Massachusetts subsidiary corporation:

1. Internet Commerce Corporation owns all of the outstanding capital stock of The Kodiak Group, Inc., a Massachusetts corporation.
2. A merger has been approved by the Board of Directors of Internet Commerce Corporation and by the Board of Directors and sole shareholder of The Kodiak Group, Inc. in accordance with the laws of both Delaware and Massachusetts.
3. Internet Commerce Corporation, pursuant to Section 253 of the Delaware General Corporation Law and Part 11 of the Massachusetts Business Corporation Act, by the attached resolutions of its Board of Directors, does merge The Kodiak Group, Inc. with and into itself, with INTERNET COMMERCE CORPORATION being the surviving corporation, effective as of January 5, 2007.
4. The resolutions of the Board of Directors of Internet Commerce Corporation and the Plan of Merger, adopted by the Board of Directors of Internet Commerce Corporation on January 2, 2007 and by the Board of Directors and sole shareholder of The Kodiak Group, Inc. on January 2, 2007, are attached hereto.
5. This Certificate shall be effective as of January 5, 2007.

IN WITNESS WHEREOF, said INTERNET COMMERCE CORPORATION has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer on this 2nd day of January 2007.

INTERNET COMMERCE CORPORATION

By: _____

Glen E. Shipley
Chief Financial Officer

1594221 v02

**ACTION OF THE BOARD OF DIRECTORS OF
INTERNET COMMERCE CORPORATION
TAKEN BY UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING**

Effective as of the 2nd day of January 2007, the undersigned, being all of the members of the Board of Directors (the "Board") of Internet Commerce Corporation, a Delaware corporation (the "Corporation"), do unanimously waive notice of the time and place of a meeting and, pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"), unanimously consent to the adoption of, and adopt, the following resolutions, which shall have the same force and effect as a unanimous vote taken at a duly called and held meeting of the Board, and direct that this Consent be filed with the minutes of the proceedings of the Board.

APPROVAL OF MERGER

WHEREAS, The Kodiak Group, Inc., a Massachusetts corporation ("Kodiak"), is a wholly-owned subsidiary of the Corporation;

WHEREAS, after careful consideration, the Board believes it to be in the best interests of the Corporation and its stockholders to authorize the merger of Kodiak with and into the Corporation, with the Corporation remaining as the surviving corporation following the merger (the "Merger");

WHEREAS, in connection with the Merger, the Board has determined it to be advisable and in the best interests of the Corporation and its stockholders to file the Certificate of Ownership and Merger in the form attached hereto as Exhibit A (the "Certificate of Ownership and Merger") with the Secretary of State of Delaware, with such changes as may be approved by the officers of the Corporation, or any of them, with such officer's execution and delivery thereof to be conclusive evidence of such approval; and

WHEREAS, a plan of merger, in the form attached hereto as Exhibit B (the "Plan of Merger"), has been prepared and submitted for consideration by the Board;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes, adopts and approves the Merger, the Certificate of Ownership and Merger and the Plan of Merger, each with such changes as may be approved by the officers of the Corporation, or any of them, with such officer's execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that the Corporation shall merge with Kodiak, succeed to all of the assets and properties and assume all of the liabilities and obligations of Kodiak, and be the surviving corporation in the Merger;

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed on behalf of the Corporation to execute and file the Certificate of Ownership and Merger, Plan of Merger and this written consent with the Secretary of State of Delaware;

FURTHER RESOLVED, that by virtue of the Merger and without action on the part of the holder thereof, each then outstanding share of capital stock of the Corporation shall remain

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unchanged and continue to remain outstanding as one share of such class or series of capital stock of the Corporation, held by the person who was the holder of such share of capital stock of the Corporation immediately prior to the Merger;

FURTHER RESOLVED, that by virtue of the Merger and without action on the part of the holder thereof, each then outstanding share of capital stock of Kodiak shall be canceled and no consideration shall be issued in respect thereof; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to take any and all other action including, without limitation, to file, execute, verify, acknowledge and deliver in the name and on behalf of the Corporation, and under its corporate seal or otherwise; any and all other documents, certificates, instruments, acts or things as they or any of them may deem necessary or advisable fully to carry out the intent and purposes of the foregoing resolutions, the proper exercise of such discretion being conclusively evidenced by the taking of such actions.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned directors have executed this Consent as of the date first above written.

DIRECTORS



Richard J. Berman

Kim D. Cooke

Donald R. Harkleroad

Paul D. Lapidus

Arthur R. Medici

Mathew W. Shaw

John S. Simon

Thomas J. Stallings

IN WITNESS WHEREOF, the undersigned directors have executed this Consent as of the date first above written.

DIRECTORS:

Richard J. Berman



Kim D. Cooke

Donald R. Harkleroad

Paul D. Lapidus

Arthur R. Medici

Matthew W. Shaw

John S. Simon

Thomas J. Stallings

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Arthur R. Medici



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John S. Simon

Thomas J. Stallings

IN WITNESS WHEREOF, the undersigned directors have executed this Consent as of the date first above written.

DIRECTORS:

Richard J. Berman

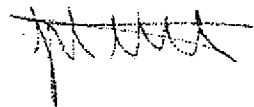
Kim D. Cooke

Donald R. Harkleroad

Paul D. Lapidus

Arthur R. Medici

Matthew W. Shaw



John S. Simon

Thomas J. Stallings

IN WITNESS WHEREOF, the undersigned directors have executed this Consent as of the date first above written.

DIRECTORS:

Richard J. Berman

Kim D. Cooke

Donald R. Harkleroad


Paul D. Lapides



Arthur R. Medici

Matthew W. Shaw

John S. Simon



Thomas J. Staffings

Exhibit A

Certificate of Ownership and Merger

[Please see attached.]

CERTIFICATE OF OWNERSHIP AND MERGER
OF
INTERNET COMMERCE CORPORATION,
a Delaware corporation
AND
THE KODIAK GROUP, INC.,
a Massachusetts corporation

(Pursuant to Section 253 of the
Delaware General Corporation Law)

INTERNET COMMERCE CORPORATION, a corporation organized and existing under the laws of the State of Delaware, does hereby certify the following as the surviving corporation in a merger between a Delaware parent corporation and a wholly-owned Massachusetts subsidiary corporation:

1. Internet Commerce Corporation owns all of the outstanding capital stock of The Kodiak Group, Inc., a Massachusetts corporation.
2. A merger has been approved by the Board of Directors of Internet Commerce Corporation and by the Board of Directors and sole shareholder of The Kodiak Group, Inc. in accordance with the laws of both Delaware and Massachusetts.
3. Internet Commerce Corporation, pursuant to Section 253 of the Delaware General Corporation Law and Part 11 of the Massachusetts Business Corporation Act, by the attached resolutions of its Board of Directors, does merge The Kodiak Group, Inc. with and into itself, with INTERNET COMMERCE CORPORATION being the surviving corporation, effective as of _____.
4. The resolutions of the Board of Directors of Internet Commerce Corporation and the Plan of Merger, adopted by the Board of Directors of Internet Commerce Corporation on _____ and by the Board of Directors and sole shareholder of The Kodiak Group, Inc. on _____, are attached hereto.
5. This Certificate shall be effective as of _____.

IN WITNESS WHEREOF, said INTERNET COMMERCE CORPORATION has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer on this ____ day of _____.

INTERNET COMMERCE CORPORATION

By: _____
Glen E. Shipley
Chief Financial Officer

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Exhibit B

Plan of Merger

[Please see attached.]

**PLAN OF MERGER
OF
THE KODIAK GROUP, INC.
WITH AND INTO
INTERNET COMMERCE CORPORATION**

THIS PLAN OF MERGER (this "Plan of Merger"), dated as of _____, is made by and between Internet Commerce Corporation, a Delaware corporation (the "Parent Company"), and The Kodiak Group, Inc., a Massachusetts corporation (the "Subsidiary" and, together with the Parent Company, the "Constituent Corporations").

WHEREAS, the Parent Company owns 100% of the outstanding shares of capital stock of the Subsidiary, and the Constituent Corporations have agreed to the merger of the Subsidiary with and into the Parent Company;

WHEREAS, the Parent Company, as the sole shareholder of the Subsidiary, and the respective Boards of Directors of the Parent Company and the Subsidiary have each approved the merger of the Subsidiary with and into the Parent Company in accordance with each of the Delaware General Corporation Law (the "DGCL") and the Massachusetts Business Corporation Act (the "MBCA");

WHEREAS, this Plan of Merger shall be filed with a Certificate of Ownership and Merger with the Secretary of State of Delaware in order to consummate the merger of the Subsidiary with and into the Parent Company; and

WHEREAS, the Parent Company and the Subsidiary have agreed to execute and file this Plan of Merger as provided under the DGCL and the MBCA;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Parent Company and the Subsidiary hereby agree as follows:

1. The Merger. At the Effective Time (as such term is defined below), in accordance with this Plan of Merger, and the DGCL and the MBCA, the Subsidiary shall be merged (such merger being herein referred to as the "Merger") with and into the Parent Company, the separate existence of the Subsidiary shall cease, and the Parent Company shall continue as the surviving corporation. The Parent Company hereinafter is sometimes referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall retain the name "Internet Commerce Corporation"; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions and all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the

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property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of such Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing Articles of Merger with the Secretary of State of Massachusetts and a Certificate of Ownership and Merger with the Secretary of State of Delaware with this Plan of Merger in such form as required by, and executed in accordance with, the relevant provisions of the MBCA and the DGCL (the time of such filing being the "Effective Time" and the date of such filing being the "Effective Date").

4. Certificate of Incorporation, Bylaws, Directors and Officers. The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be identical with the Certificate of Incorporation and Bylaws of the Parent Company as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the DGCL. The members of the Board of Directors and officers of the Parent Company immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of the Surviving Corporation, or until their respective successors are elected and qualified.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Parent Company, the Subsidiary or the holder of any of the shares of capital stock of the Constituent Corporations (the "Shares"):

(a) Each Share of each class or series of capital stock of the Parent Company issued and outstanding immediately prior to the Effective Time shall remain unchanged as one outstanding share of such class or series of capital stock of the Parent Company, held by the person who was the holder of such share of capital stock of the Parent Company immediately prior to the Merger.

(b) Each Share of capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever that obligates or may obligate the Parent Company to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

6. Taking of Necessary Action. Each of the Parent Company and the Subsidiary shall use all reasonable efforts to take all such actions as may be necessary or appropriate in

order to effectuate the Merger under the DGCL, the MBCA or any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of either the Parent Company or the Subsidiary to take all such lawful and necessary actions.

IN WITNESS WHEREOF, the Parent Company and the Subsidiary have caused this Plan of Merger to be executed as of the date first above written.

INTERNET COMMERCE CORPORATION

By: _____
Name: Glen E. Shipley
Title: Chief Financial Officer

THE KODIAK GROUP, INC.

By: _____
Name: Glen E. Shipley
Title: Treasurer

**PLAN OF MERGER
OF
THE KODIAK GROUP, INC.
WITH AND INTO
INTERNET COMMERCE CORPORATION**

THIS PLAN OF MERGER (this "Plan of Merger"), dated as of January 2, 2007, is made by and between Internet Commerce Corporation, a Delaware corporation (the "Parent Company"), and The Kodiak Group, Inc., a Massachusetts corporation (the "Subsidiary" and, together with the Parent Company, the "Constituent Corporations").

WHEREAS, the Parent Company owns 100% of the outstanding shares of capital stock of the Subsidiary, and the Constituent Corporations have agreed to the merger of the Subsidiary with and into the Parent Company;

WHEREAS, the Parent Company, as the sole shareholder of the Subsidiary, and the respective Boards of Directors of the Parent Company and the Subsidiary have each approved the merger of the Subsidiary with and into the Parent Company in accordance with each of the Delaware General Corporation Law (the "DGCL") and the Massachusetts Business Corporation Act (the "MBCA");

WHEREAS, this Plan of Merger shall be filed with a Certificate of Ownership and Merger with the Secretary of State of Delaware in order to consummate the merger of the Subsidiary with and into the Parent Company; and

WHEREAS, the Parent Company and the Subsidiary have agreed to execute and file this Plan of Merger as provided under the DGCL and the MBCA;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Parent Company and the Subsidiary hereby agree as follows:

1. The Merger. At the Effective Time (as such term is defined below), in accordance with this Plan of Merger, and the DGCL and the MBCA, the Subsidiary shall be merged (such merger being herein referred to as the "Merger") with and into the Parent Company, the separate existence of the Subsidiary shall cease, and the Parent Company shall continue as the surviving corporation. The Parent Company hereinafter is sometimes referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall retain the name "Internet Commerce Corporation"; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions and all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the

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property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in any of such Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing Articles of Merger with the Secretary of State of Massachusetts and a Certificate of Ownership and Merger with the Secretary of State of Delaware with this Plan of Merger in such form as required by, and executed in accordance with, the relevant provisions of the MBCA and the DGCL (the time of such filing being the "Effective Time" and the date of such filing being the "Effective Date").

4. Certificate of Incorporation, Bylaws, Directors and Officers. The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be identical with the Certificate of Incorporation and Bylaws of the Parent Company as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the DGCL. The members of the Board of Directors and officers of the Parent Company immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of the Surviving Corporation, or until their respective successors are elected and qualified.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Parent Company, the Subsidiary or the holder of any of the shares of capital stock of the Constituent Corporations (the "Shares"):

(a) Each Share of each class or series of capital stock of the Parent Company issued and outstanding immediately prior to the Effective Time shall remain unchanged as one outstanding share of such class or series of capital stock of the Parent Company, held by the person who was the holder of such share of capital stock of the Parent Company immediately prior to the Merger.

(b) Each Share of capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever that obligates or may obligate the Parent Company to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

6. Taking of Necessary Action. Each of the Parent Company and the Subsidiary shall use all reasonable efforts to take all such actions as may be necessary or appropriate in

order to effectuate the Merger under the DGCL, the MBCA or any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of either the Parent Company or the Subsidiary to take all such lawful and necessary actions.

IN WITNESS WHEREOF, the Parent Company and the Subsidiary have caused this Plan of Merger to be executed as of the date first above written.

INTERNET COMMERCE CORPORATION

By: _____

Name: Glen E. Shipley

Title: Chief Financial Officer

THE KODIAK GROUP, INC.

By: _____

Name: Glen E. Shipley

Title: Treasurer

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
INTERNET COMMERCE CORPORATION,
a Delaware corporation
AND
ENABLE CORP.,
a Delaware corporation**

Pursuant to Section 253 of the
Delaware General Corporation Law

INTERNET COMMERCE CORPORATION, a corporation organized and existing under the laws of the State of Delaware, does hereby certify the following as the surviving corporation in a merger between a Delaware parent corporation and a wholly-owned Delaware subsidiary corporation:

1. Internet Commerce Corporation owns all of the outstanding capital stock of Enable Corp., a Delaware corporation.
2. A merger has been approved by the Board of Directors of Internet Commerce Corporation and by the Board of Directors and sole stockholder of Enable Corp. in accordance with the Delaware General Corporation Law.
3. Internet Commerce Corporation, pursuant to Section 253 of the Delaware General Corporation Law, by the attached resolutions of its Board of Directors, does merge Enable Corp. with and into itself, with INTERNET COMMERCE CORPORATION being the surviving corporation, effective as of August 20, 2007.
4. The resolutions of the Board of Directors of Internet Commerce Corporation and the Plan of Merger, adopted by the Board of Directors of Internet Commerce Corporation on August 20, 2007 and by the Board of Directors and sole stockholder of Enable Corp. on August 20, 2007, are attached hereto.
5. The name of the surviving corporation shall be "EasyLink Services International Corporation."
6. This Certificate shall be effective as of August 20, 2007.

IN WITNESS WHEREOF, said INTERNET COMMERCE CORPORATION has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer on this 20th day of August, 2007.

INTERNET COMMERCE CORPORATION

By: _____

Glen E. Shipley
Chief Financial Officer

**PLAN OF MERGER
OF
ENABLE CORP.
WITH AND INTO
INTERNET COMMERCE CORPORATION**

THIS PLAN OF MERGER (this "Plan of Merger"), dated as of August 20, 2007, is made by and between Internet Commerce Corporation, a Delaware corporation (the "Parent Company"), and Enable Corp., a Delaware corporation (the "Subsidiary" and, together with the Parent Company, the "Constituent Corporations").

WHEREAS, the Parent Company owns 100% of the outstanding shares of capital stock of the Subsidiary, and the Constituent Corporations have agreed to the merger of the Subsidiary with and into the Parent Company;

WHEREAS, the Parent Company, as the sole shareholder of the Subsidiary, and the respective Boards of Directors of the Parent Company and the Subsidiary have each approved the merger of the Subsidiary with and into the Parent Company in accordance with the Delaware General Corporation Law (the "DGCL");

WHEREAS, this Plan of Merger shall be filed with a Certificate of Ownership and Merger with the Secretary of State of Delaware in order to consummate the merger of the Subsidiary with and into the Parent Company; and

WHEREAS, the Parent Company and the Subsidiary have agreed to execute and file this Plan of Merger as provided under the DGCL;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Parent Company and the Subsidiary hereby agree as follows:

1. The Merger. At the Effective Time (as such term is defined below), in accordance with this Plan of Merger and the DGCL, the Subsidiary shall be merged (such merger being herein referred to as the "Merger") with and into the Parent Company, the separate existence of the Subsidiary shall cease, and the Parent Company shall continue as the surviving corporation. The Parent Company hereinafter is sometimes referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall be named "EasyLink Services International Corporation"; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions and all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title

to any real estate vested by deed or otherwise, in any of such Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing a Certificate of Ownership and Merger with the Secretary of State of Delaware with this Plan of Merger in such form as required by, and executed in accordance with, the relevant provisions of the DGCL (the time of such filing being the "Effective Time" and the date of such filing being the "Effective Date").

4. Certificate of Incorporation, Bylaws, Directors and Officers. The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be identical with the Certificate of Incorporation and Bylaws of the Parent Company as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the DGCL. The members of the Board of Directors and officers of the Parent Company immediately prior to the Effective Time shall be the Board of Directors and officers of the Surviving Corporation immediately following the Effective Time, and such persons shall serve in such offices for the terms provided by law or in the Bylaws of the Surviving Corporation, or until their respective successors are elected and qualified.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Parent Company, the Subsidiary or the holder of any of the shares of capital stock of the Constituent Corporations (the "Shares"):

(a) Each Share of each class or series of capital stock of the Parent Company issued and outstanding immediately prior to the Effective Time shall remain unchanged as one outstanding share of such class or series of capital stock of the Parent Company, held by the person who was the holder of such share of capital stock of the Parent Company immediately prior to the Merger.

(b) Each Share of capital stock of the Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever that obligates or may obligate the Parent Company to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

6. Taking of Necessary Action. Each of the Parent Company and the Subsidiary shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the DGCL or any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this

Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of either the Parent Company or the Subsidiary to take all such lawful and necessary actions.

IN WITNESS WHEREOF, the Parent Company and the Subsidiary have caused this Plan of Merger to be executed as of the date first above written.

INTERNET COMMERCE CORPORATION

By: 

Name: Glen E. Shipley

Title: Chief Financial Officer

ENABLE CORP.

By: 

Name: Glen E. Shipley

Title: Treasurer

**ACTION OF THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER OF
ENABLE CORP.
TAKEN BY UNANIMOUS JOINT WRITTEN CONSENT
IN LIEU OF A MEETING**

Effective as of the 20th day of August 2007, the undersigned, being all of the members of the Board of Directors (the "Board") and the sole stockholder (the "Sole Stockholder") of Enable Corp., a Delaware corporation (the "Corporation"), do unanimously waive notice of the time and place of a meeting and, pursuant to Sections 141(f) and 228 of the Delaware General Corporation Law, unanimously consent to the adoption of, and adopt, the following resolutions, which shall have the same force and effect as a unanimous vote taken at a duly called and held meeting of the Board and the Sole Stockholder, and direct that this Consent be filed with the minutes of the proceedings of the Board and the Sole Stockholder.

APPROVAL OF MERGER

WHEREAS, the Corporation is a wholly-owned subsidiary of Internet Commerce Corporation, a Delaware corporation ("ICC");

WHEREAS, after careful consideration, the Board and the Sole Stockholder believe it to be in the best interests of the Corporation to authorize the merger of the Corporation with and into ICC, with ICC remaining as the surviving corporation following the merger (the "Merger");

WHEREAS, in connection with the Merger, the Board and the Sole Stockholder have determined it to be advisable and in the best interests of the Corporation to file the Certificate of Ownership and Merger in the form attached hereto as Exhibit A (the "Certificate of Ownership and Merger") with the Secretary of State of Delaware, with such changes as may be approved by the officers of the Corporation, or any of them, with such officer's execution and delivery thereof to be conclusive evidence of such approval; and

WHEREAS, a plan of merger, in the form attached hereto as Exhibit B (the "Plan of Merger"), has been prepared and submitted for consideration by the Board and the Sole Stockholder;

NOW, THEREFORE, BE IT RESOLVED, that the Board and the Sole Stockholder hereby authorize, adopt and approve the Merger, the Certificate of Ownership and Merger and the Plan of Merger, each with such changes as may be approved by the officers of the Corporation, or any of them, with such officer's execution and delivery thereof to be conclusive evidence of such approval;

FURTHER RESOLVED, that the Corporation shall merge with and into ICC, and ICC shall succeed to all of the assets and properties and assume all of the liabilities and obligations of the Corporation, and be the surviving corporation in the Merger;

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed on behalf of the Corporation to execute and file the Certificate of Ownership and Merger, Plan of Merger and this written consent with the Secretary of State of Delaware;

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**TRADEMARK
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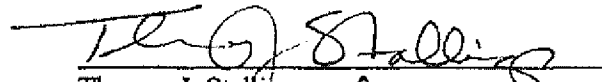
FURTHER RESOLVED, that by virtue of the Merger and without action on the part of the holder thereof, each then outstanding share of capital stock of the Corporation shall be canceled and no consideration shall be issued in respect thereof; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized and directed to take any and all other action including, without limitation, to file, execute, verify, acknowledge and deliver in the name and on behalf of the Corporation, and under its corporate seal or otherwise, any and all other documents, certificates, instruments, acts or things as they or any of them may deem necessary or advisable fully to carry out the intent and purposes of the foregoing resolutions, the proper exercise of such discretion being conclusively evidenced by the taking of such actions.

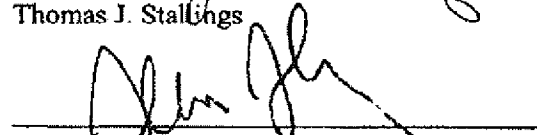
[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned directors and sole stockholder have executed this Consent as of the date first above written.

DIRECTORS:




Thomas J. Stallings



Glen E. Shipley

SOLE STOCKHOLDER:

INTERNET COMMERCE CORPORATION

By: 

Name: Glen E. Shipley
Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
EASYLINK SERVICES INTERNATIONAL CORPORATION**

EasyLink Services International Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors of the Corporation duly adopted resolutions setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation (this "Amendment"), deeming this Amendment advisable and directing that this Amendment be considered by the stockholders of the Corporation.

SECOND: That notice of this Amendment was duly given in accordance with Section 222 of the DGCL to the stockholders of the Corporation.

THIRD: That this Amendment was approved by the stockholders of the Corporation pursuant to Section 242 of the DGCL.

FOURTH: That the Restated Certificate of Incorporation of the Corporation is hereby amended as follows:

The FOURTH Article of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking out paragraph (a) of Section I and by substituting the following in lieu thereof:

"(a) The aggregate number of shares which the Corporation shall have authority to issue is Three Hundred Eleven Million (311,000,000) shares, consisting of (i) Three Hundred Million (300,000,000) shares of class A common stock, \$.01 par value per share; (ii) Two Million (2,000,000) shares of class B common stock, \$.01 par value per share; (iii) Two Million (2,000,000) shares of class E-1 common stock, \$.01 par value per share; (iv) Two Million (2,000,000) shares of Class E-2 common stock, \$.01 par value per share; and (v) Five Million (5,000,000) shares of preferred stock, \$.01 par value per share."

(Signature page to follow)

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Chief Executive Officer and attested by its Chief Financial Officer this 20th day of August, 2007.

EASYLINK SERVICES INTERNATIONAL CORPORATION

By: /s/ Thomas J. Stallings
Thomas J. Stallings
Chief Executive Officer

Attest:

By: /s/ Glen E. Shipley
Glen E. Shipley
Chief Financial Officer and Secretary

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT
OF
EASYLINK SERVICES INTERNATIONAL CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:


EASYLINK SERVICES INTERNATIONAL CORPORATION

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on July 3 2008


Name: Jonathan B. Wilson
Title: Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:46 AM 07/07/2008
FILED 09:10 AM 07/07/2008
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