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07-23-1998



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 U.S. DEPARTMENT OF COMMERCE  
 Patent and Trademark Office

To the Honorable Commissioner of Patents

100772049

attached original documents or copy thereof.

1. Name of conveying party(ies):  
 Discourse Technologies, Inc.

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State Minnesota  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
 Name: Discourse Technologies, Inc  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: 10218 North Port Washington Road  
 \_\_\_\_\_  
 City: Mequon State: WI Zip: 53092

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporate-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: September 18, 1997

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s)  
1,382,088

Additional numbers attached?  Yes  No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Marta S. Levine  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 Street Address: Quarles & Brady  
411 East Wisconsin Avenue  
 City: Milwaukee State: Wisconsin Zip: 53202

7. Total Fee (37 CFR 3.41) .....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number  
17-0055

(Attach duplicate copy of this page if paying by deposit account)

07/23/1998 DNGUYEN 00000252 170055 1382088

DO NOT USE THIS SPACE

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9. Statement and signature  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Marta S. Levine                      Marta S. Levine  
 Name of person signing                      Signature

\_\_\_\_\_  
 Date                      July 13, 1998

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patents and Trademarks, Box Assignments  
 Washington, D.C. 20231

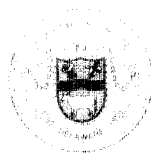
TRADEMARK  
 REEL: 1757 FRAME: 0483

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DISCOURSE TECHNOLOGIES, INC.", A MINNESOTA CORPORATION, WITH AND INTO "DISCOURSE TECHNOLOGIES, INC." UNDER THE NAME OF "DISCOURSE TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 1997, AT 1:30 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9175399

DATE: 07-01-98  
TRADEMARK

REEL: 1757 FRAME: 0484

**CERTIFICATE OF MERGER  
OF  
DISCOURSE TECHNOLOGIES, INC.  
a Minnesota Corporation**

**INTO**

**DISCOURSE TECHNOLOGIES, INC.  
a Delaware corporation**

The undersigned corporation, pursuant to Section 252 of the Delaware General Corporation Law, for the purpose of merging Discourse Technologies, Inc., a Minnesota corporation (the "Company"), into Discourse Technologies, Inc., a Delaware corporation (the "Surviving Corporation"), which is the surviving corporation in such merger, (together hereinafter the "Constituent Corporations") hereby certifies the following:

1. An Agreement and Plan of Merger by and between the Company and the Surviving Corporation has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252(c) of the Delaware General Corporation Law.

2. The name of the Surviving Corporation is Discourse Technologies, Inc., and it shall be governed by the laws of the State of Delaware. The Certificate of Incorporation of Discourse Technologies, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the Surviving Corporation.

3. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, 8050 North Port Washington Road, Milwaukee WI 53217.

4. 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 either of the Constituent Corporations.

5. The authorized capital stock of the Company is as follows:

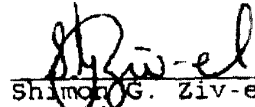
- (a) 12,876,379 shares of Common Stock, \$.01 par value per share;
- (b) 923,621 shares of Series A Preferred Stock, \$.01 par value per share; and
- (c) 1,200,000 shares of Series B Preferred Stock, \$.01 par value per share.

6. The effective date and time of the merger shall be at 12:01 a.m. C.D.T. on September 18, 1997.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed as of the 18<sup>th</sup> day of September, 1997.

DISCOURSE TECHNOLOGIES, INC.  
a Delaware corporation

By:

  
Shimon G. Ziv-el  
President and CEO