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*8-31-98*  
RECC

09-03-1998



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DEPARTMENT OF COMMERCE  
Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Secure Software Systems, LLC

- Individual(s)                       Association
  - General Partnership               Limited Partnership
  - Corporation -
  - Other - Limited Liability Company of Delaware
- Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies):

Name: E-Certify, Corp.

Internal Address: \_\_\_\_\_

Street Address: c/o Commerical Electronics, LLC  
375 Park Avenue

City: New York    State: New York

ZIP: 10152

3. Nature of conveyance:

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

Execution Date: July 14, 1998

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

If assignee is not domiciled in the United States, a domestic representative is attached  Yes  No

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional numbers attached?  Yes  No

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

Name: Bradford Breen

Internal Address: Orrick, Herrington & Sutcliffe LLP

Street Address: 666 Fifth Avenue

City: New York State: New York ZIP: 10103

6. Total number of applications and registrations involved: [12]

7. Total fee (37 CFR 3.41).....\$ 315.00

Enclosed

Authorized to be charged to deposit account for any deficiency in fees

8. Deposit account number: 15-0665

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

09/01/1998 BUYER 0000062 75481709

01 FC:481  
02 FC:482

40.00 DP  
275.00 DP

DO NOT USE THIS SPACE

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.

Bradford Breen  
Name of Person Signing

*Bradford S. Breen*  
Signature

August 28, 1998  
Date

Total number of pages including cover sheet, attachments, and document: [5]

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

SCHEDULE OF TRADEMARK APPLICATIONS

MARK	SERIAL NO.	FILING DATE
CRYPTOCERT	75/481,709	May 8, 1998
	75/477,648	May 1, 1998
E-CERT	75/481,710	May 8, 1998
	75/481,954	May 8, 1998
E-CERTIFY	75/496,126	June 4, 1998
	75/496,127	June 4, 1998
CRYPTOCERTCONNECT	75/481,713	May 8, 1998
	75/477,647	May 1, 1998
CRYPTOTRUST	75/492,993	May 29, 1998
	75/493,077	May 29, 1998
CERTXPRESS	75/492,992	May 29, 1998
	75/492,995	May 29, 1998

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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:

"SECURE SOFTWARE SYSTEMS, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "E-CERTIFY, CORP." UNDER THE NAME OF "E-CERTIFY, CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF JULY, A.D. 1998, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9203489

DATE: 07-17-98  
TRADIMARK

REEL: 1777 FRAME: 0406

**CERTIFICATE OF MERGER  
OF**

**E-CERTIFY, CORP.**  
(a Delaware corporation)

**AND**

**SECURE SOFTWARE SYSTEMS, LLC**  
(a Delaware limited liability company)

Pursuant to Section 264 of the General Corporation Law of the State of Delaware and  
Section 18-209 of the Limited Liability Company Act of the State of Delaware

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**It is hereby certified that:**

**FIRST:** The name and state of formation of the constituent limited liability company to this merger are Secure Software Systems, LLC, a Delaware limited liability company. The name and state of organization of the constituent corporation to this merger are E-Certify, Corp., a Delaware corporation.

**SECOND:** An agreement of merger has been approved, certified, executed and acknowledged by the limited liability company and the corporation which are to merge in accordance with the requirements of Section 18-209 of the Limited Liability Company Act of the State of Delaware and Section 264 of the General Corporation Law of the State of Delaware.

**THIRD:** The surviving entity to this merger is E-Certify, Corp., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of E-Certify, Corp., a Delaware corporation, as now in full force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

**FIFTH:** The executed Agreement and Plan of Merger is on file at the office of E-Certify, Corp. c/o Commercial Electronics, LLC, at 375 Park Avenue, New York, New York 10152.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by E-Certify, Corp., the surviving corporation, on request and without cost to any member of the constituent limited liability company to this merger and to any stockholder of the constituent corporation to this merger.

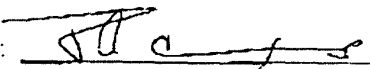
\* \* \*

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this 14<sup>th</sup> day of July, 1998.


**SECURE SOFTWARE SYSTEMS, LLC,**  
by its sole member:

**Commercial Electronics, LLC,**

By:   
John C. Maxwell, III  
Managing Director

**E-CERTIFY, CORP.**  
by its sole Stockholder:

**Commercial Electronics, LLC,**

By:   
John C. Maxwell, III  
Managing Director