

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks, effective the 20th day of November, 1998, is by and between DMW Group, LLC, a Colorado limited liability company ("Assignor"), and DMW Worldwide, Inc., a Delaware corporation ("Assignee"), each having a place of business at 4965 North 30th Street, Colorado Springs, CO 80919.

WHEREAS, Assignor is the owner of or claims rights in and to the following trademarks which have been registered with or are pending before the United States Patent and Trademark Office (collectively referred to as the "Marks"):

- 1. DMW DMW Worldwide (words and design), Registration No. 2,193,413, issued October 6, 1998;
- 2. Digital Knowledge Plants, Serial No. 75/274,774, filed April 15, 1997;
- 3. Timarou (words only), Serial No. 75/349,689, filed September 2, 1997;
- 4. Maximum Impact (words only), Serial No. 75/349,690, filed September 2, 1997;
- 5. Palantir (words only), Serial No. 75/349,832, filed September 2, 1997 as Intent to Use;
- 6. Scimitar (words only), Serial No. 75/349,875, filed September 2, 1997 as Intent to Use;
- 7. HostCHECK (stylized letters), Serial No. 75/475,546, filed April 29, 1998 as Intent to Use;

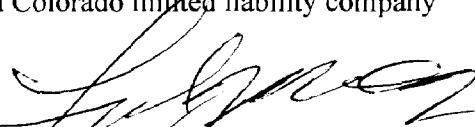
WHEREAS, Assignor is the owner of or claims rights within the European Community in and to the mark HostCHECK, Serial No. 000954917, filed October 14, 1998 (the "EC Mark"); and

WHEREAS, Assignor has been merged into Assignee under Agreement and Plan of Merger dated November 20, 1998, with Assignee assuming all assets of Assignor, subject to all liabilities of Assignor; and

WHEREAS, as part of the transfer of the assets of Assignor to Assignee, Assignor desires formally to assign the above-referenced trademarks to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignor all right, title and interest in and to the Marks and the EC Mark, together with the goodwill of the business symbolized by the Marks and EC Marks, together with all rights in and to the trademark registrations or pending registrations identified above.

DMW GROUP, LLC,
a Colorado limited liability company

By: 


Frank J. Ricotta, Jr., Managing Member

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

On this 12th day of November, 1998, before me appeared Frank J. Ricotta, Jr., the person who signed this instrument, who acknowledged that he signed it as a free act on his own behalf (or on behalf of the identified corporation or other juristic entity with authority to do so).

Witness my hand and official seal.

My commission expires: 10/17/01



Notary Public

[SEAL]

State of Delaware

Office of the Secretary of State

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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:

"DMW GROUP, LLC", A COLORADO CORPORATION, WITH AND INTO "DMW WORLDWIDE, INC." UNDER THE NAME OF "DMW WORLDWIDE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1998, AT 2 O'CLOCK P.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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981448284

AUTHENTICATION:

9419916

DATE:

11-23-98

TRADEMARK

REEL: 1831 FRAME: 0151

**CERTIFICATE OF MERGER
CONCERNING THE MERGER OF
DMW GROUP, LLC, A COLORADO
LIMITED LIABILITY COMPANY,
INTO
DMW WORLDWIDE, INC., A
DELAWARE CORPORATION**

Pursuant to the provisions of Section 264 of the Delaware General Corporation Law, DMW Worldwide, Inc., a Delaware corporation, has caused its President to execute and verify this Certificate of Merger and Consolidation in duplicate for the purpose of filing with the Secretary of State of Delaware.

1. The names of the parties to the merger are DMW Group, LLC, a Colorado limited liability company ("DMW"), and DMW Worldwide, Inc., a Delaware corporation (the "Company").

2. The Company is the surviving corporation and its principal place of business is 4965 N. 30th Street, Colorado Springs, Colorado 80919.

3. An agreement of merger has been approved, adopted, certified, executed and acknowledged by both parties to the merger. A copy of the agreement of merger is on file at the Company's principal place of business.

4. The effective time of the merger shall be 5 p.m. (M.S.T.), November 20, 1998 (the "Effective Time").

5. A copy of the agreement of merger will be furnished by the Company, on request and without cost, to any member or economic interest holder of DMW or any person holding an interest in any other business entity which is to merge or consolidate by reason of the agreement of merger.

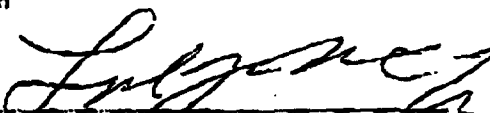
6. The Certificate of Incorporation and Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and Bylaws of the Company until thereafter amended as provided by law and such Certificate of Incorporation and Bylaws.

7. The Certificate of Incorporation of DMW Worldwide, Inc. shall be the Certificate of Incorporation of the surviving entity.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger and Consolidation on behalf of the Company this 20th day of November, 1998.

DMW Worldwide, Inc., a Delaware
corporation

By:


Frank J. Ricotta, Jr., President & CEO

**STATEMENT OF MERGER
CONCERNING THE MERGER OF
DMW GROUP, LLC,
A COLORADO LIMITED LIABILITY COMPANY
INTO
DMW WORLDWIDE, INC.,
A DELAWARE CORPORATION**

FILED CUSTOMER COPY
VICTORIA BUCKLEY
COLORADO SECRETARY OF STATE

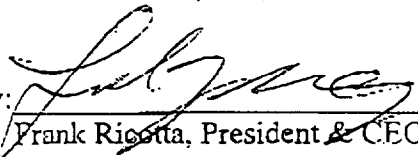
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Pursuant to the provisions of Section 7-90-203(3) of the Colorado Corporations and Associations Act (the "Act"), the voting members of DMW Group, LLC ("DMW Group"), a Colorado limited liability company, and the shareholder and board of directors of DMW Worldwide, Inc. ("DMW Worldwide"), a Delaware corporation, have approved an Agreement/Plan of Merger pursuant to which DMW Group will be merged with and into DMW Worldwide (the "Merger"). DMW Worldwide has caused its President to execute and verify this Statement of Merger for the purpose of filing it with the Secretary of State of Colorado in accordance with Section 7-90-203(5) of the Act.

1. DMW Worldwide Inc. shall be the name of the surviving entity.
2. The principal office of DMW Worldwide is 4965 North 30th Street, Colorado Springs, CO 80919.
3. The Effective Time of the merger shall be 5 pm (MST) November 20, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Statement of Merger on behalf of DMW Worldwide this 20 day of November, 1998.

DMW Worldwide, Inc., a Delaware corporation

By: 
Frank Ricotta, President & CEO

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