

05-25-1999



101044726

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MRP
5-14-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other: _____
- License
- Nunc Pro Tunc Assignment
Effective Date: _____

Conveying Party

Mark if additional names of conveying parties attached

Name: Tel-Save Holdings, Inc.

Formerly: _____

Execution Date:

November 16, 1998

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other: _____
- Citizenship / State of Incorporation / Organization: Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name: Tel-Save.com, Inc.

DBA/AKA/TA: _____

Composed of: _____

Address (line 1): 6805 Route 202

Address (line 2): _____

Address (line 3): New Hope

City

PA

State / Country

18938

Zip Code

- Individual
- Corporation
- Other: _____
- General Partnership
- Association
- Limited Partnership
- If document is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.
- Citizenship / State of Incorporation / Organization: Delaware



05-14-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #01

05/25/1999 DNGUYEN 00000086 012510 75425901

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 450.00 CH

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC. 20231

TRADEMARK
REEL: 001900 FRAME: 0194

Domestic Representative (for the first Receiving Party Only)

Name: _____

Address (line 1): _____

Address (line 2): _____

Address (line 3): _____

Address (line 4): _____

Correspondent Name and Address (for the first Receiving Party Only)

Name: **Chris Wilson**

Address (line 1): **ARNOLD & PORTER**

Address (line 2): **555 12th Street N.W.**

Address (line 3): **Suite 1229-A**

Address (line 4): **Washington, DC 20004-1202**

Pages Enter the total number of pages of the attached conveyance document including any attachments: 4

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)

Registration Number(s)

75/425901; 75/425903; 75/425902; 75/425636;
75/333819; 75/422213; 75/422210; 75/422204;
75/422206; 75/425915; 75/425916; 75/425917;
75/422205; 75/417057; 75/425900; 74/730165;
75/347681; 75/226832; 75/333818

Number of Properties Enter the total number of properties involved: 19

Fee Amount Fee Amount for Properties Listed (37 C.F.R. 3.41) \$490.00

Method of Payment Enclosed Deposit Account

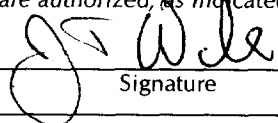
Deposit Account Number: 01-2510

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

James T. Walsh, Esq.
Name of Person Signing


Signature

5/13/99
Date Signed

Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:
"TEL-SAVE.COM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "TEL-SAVE HOLDINGS, INC." UNDER THE NAME OF "TEL-SAVE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF NOVEMBER, A.D. 1998, AT 1:31 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

2515526 8100M

981439723

AUTHENTICATION: 9407469

DATE: 11-16-98

TRADEMARK

REEL: 001900 FRAME: 0196

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TEL-SAVE.COM, INC.

INTO

TEL-SAVE HOLDINGS, INC.
(to be renamed Tel-Save.com, Inc.)

Tel-Save Holdings, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 13th day of June, 1995, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Tel-Save.com, Inc., a corporation incorporated on the 16th day of November, 1998, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting of the Board held on the 13th day of November, 1998, determined to and did merge into itself said Tel-Save.com, Inc.:

RESOLVED, that Tel-Save Holdings, Inc. merge, and it hereby does merge into itself said Tel-Save.com, Inc., and assumes all of its obligations; and

RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

RESOLVED, that upon such date of filing, the name of the surviving corporation (Tel-Save Holdings, Inc.) shall be changed to Tel-Save.com, Inc.; and

RESOLVED, that the terms and conditions of the merger are as follows:

1. Upon the occurrence of such merger, all shares of Tel-Save.com, Inc. shall be cancelled, and the shares of Tel-Save Holdings, Inc. (renamed Tel-Save.com, Inc.) shall thereafter constitute the shares of the surviving corporation.

2. The Certificate of Incorporation of Tel-Save Holdings, Inc. shall remain and be the Certificate of Incorporation of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of Delaware.

3. The Bylaws of Tel-Save Holdings, Inc. shall remain and be the Bylaws of the surviving corporation until the same shall be altered or amended according to the provisions thereof and in the manner permitted by the statutes of the State of Delaware.

4. The first annual meeting of the shareholders of the surviving corporation to be held after the effective date of the merger shall be the annual meeting provided, by the Bylaws of the said corporation, for the fiscal year 1998.

5. All persons who at the date when the merger shall become effective shall be the executive or administrative officers of Tel-Save Holdings, Inc. shall be and remain like officers of the surviving corporation until the board of directors of such corporation shall elect their respective successors.

6. The surviving corporation shall pay all expenses of carrying this agreement into effect and of accomplishing this merger.

7. When the merger shall have become effective, all and singular, the rights, privileges, powers and franchises of each of the corporations parties to this merger, whether of a public or a private nature, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever account, as well for stock subscriptions as all other things in action or belonging to either of the said 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 or personal property, whether by deed or otherwise, vested in each of such constituent corporations shall not revert or be in any way impaired by reason hereof; *provided, however,* that all rights of creditors and all liens upon any property of each of said constituent corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the said merger, and all debts, liabilities and duties of Tel-Save.com, Inc. 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; and

FURTHER RESOLVED, that the proper officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Tel-Save.com, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That upon filing of this Certificate, the name of this corporation shall be changed to Tel-Save.com, Inc. pursuant to Subsection (b) of §253 of the General Corporation Law of the State of Delaware.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Tel-Save Holdings, Inc. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Tel-Save Holdings, Inc. has caused this Certificate to be signed and attested to by its duly authorized officers this 16th day of November, 1998.

TEL-SAVE HOLDINGS, INC.
(to be renamed Tel-Save.com, Inc.)

By: Alysius T. Lawn
Name: Alysius T. LAWN IV
Title: General Counsel and Secretary

ATTEST:

By: Emanuel D. Paris
Name: Emanuel D. Paris
Title: Chief Operating Officer