

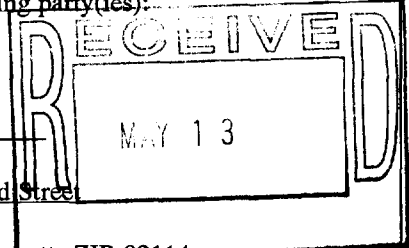
08-16-1999

U.S. Department of Commerce
Patent and Trademark Office

ached original documents or copy thereof.

ess of receiving party(ies):

101100239



To

tent

1.

CCBN.COM, LLC

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a Massachusetts limited liability company

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

Name: CCBN.COM, Inc.

Internal Address: _____

Street Address: 133 Portland Street

City: Boston State: Massachusetts ZIP: 02114

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

3. Nature of conveyance: **5-13-99**

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: March 31, 1999

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

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

- A. Trademark Application No.(s)
- 75/614921 for IR EYE
- 75/614953 for CCBN

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: T. Maria Lam
Internal Address: Foley Hoag & Eliot LLP

Street Address: One Post Office Square

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 2 (applications)

7. Total fee (37 CFR 3.41): \$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-1446
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

06/10/1999 NTHAI1 00000018 061446 75614921

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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.

T. Maria Lam
Name of Person Signing

Signature

May 13, 1999
Date

Total number of pages comprising cover sheet:

CERTIFICATE OF MERGER AND CANCELLATION
OF
CCBN.COM, LLC
WITH AND INTO
CCBN.COM, INC.

FILED
APR 2 1999
SECRETARY OF THE COMMONWEALTH
CORPORATION DIVISION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, pursuant to Section 61 of Chapter 156C of the Massachusetts General Laws, for the purpose of merging CCBN.COM, LLC, a Massachusetts limited liability company, with and into CCBN.COM, Inc., a Delaware corporation, DOES HEREBY CERTIFY:

FIRST: The name and state of domicile of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Domicile</u>
CCBN.COM, Inc.	Delaware
CCBN.COM, LLC	Massachusetts

SECOND: A plan and agreement of merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Sections 59 and 60 of Chapter 156C of the Massachusetts General Laws.

THIRD: The name of the surviving corporation is "CCBN.COM, Inc.". The surviving corporation is a corporation incorporated under the laws of the State of Delaware.

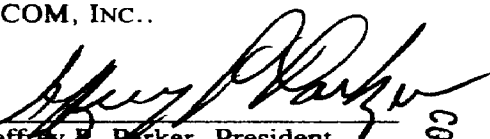
FOURTH: An executed copy of the Plan of Merger is on file at the principal place of business of the surviving corporation, which is located at 133 Portland Street, Boston, MA 02114.

FIFTH: A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder or member of either constituent entity.

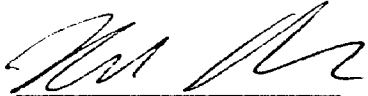
SIXTH: The surviving Delaware corporation agrees, if it does not continuously maintain an agent for service of process in the Commonwealth of Massachusetts, to appoint irrevocably the Massachusetts State Secretary to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in section fifteen of chapter one hundred and eighty-one of the Massachusetts General Laws, relative to foreign corporations; provided, however, that if service of process is made upon the State Secretary, he shall follow the procedures set forth in section fifteen of chapter one hundred and eighty-one with respect thereto.

Dated: March 31, 1999

CCBN.COM, INC..

By: 
Jeffrey P. Parker, President

Attest:

By: 
Robert I. Adler, Secretary

99 APR -2 AM 9:03
SECRETARY OF THE
COMMONWEALTH
CORPORATION DIVISION

Check # 156447

654455

The Commonwealth of Massachusetts
Limited Liability Company
(General Laws, Chapter 156C)

FILED

APR 2 1999

SECRETARY OF THE COMMONWEALTH
CORPORATION DIVISION

Filed this 2 day of April 1999

FEE PAID

100.00

APR 2 1999

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 7-14-99 CLERK [Signature]

CASHIERS
SECRETARY'S OFFICE

William Francis Galvin

WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH

Foley, Hoag + Eliot
1 Post Office Square
Boston, Ma. 02109

Phone _____

99 APR -2 AM 9:03
CORPORATION DIVISION
SECRETARY OF THE
COMMONWEALTH