

06-17-1999

D



MARKS ONLY

To the Honorable Commissioner of

attached original documents or copy thereof.

101067338

1. Name of conveying party(ies):
Computer Services Group, Inc.
5515 Cherokee Avenue, Suite 100
Alexandria, VA 22312

2. Name and address of receiving party(ies)

Name: DIGITALNATION, INC.

Internal Address: 5515 Cherokee Avenue
Alexandria, VA 22312

Street Address: 5515 Cherokee Avenue

City Alexandria State VA Zip 22312

- Individual(s)
- General Partnership
- Corporation- Virginia
- Other
- Association
- Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- Virginia
- Other

Additional name(s) of conveying party(ies) attached?
 yes no

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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: March 19, 1999

MRO 6.7.99

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

A. Trademark Application No.(s)

75/357,749, 75/357,729, 75/536,312

B. Trademark registration No(s)

Additional numbers attached? Yes No

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

John P. Feldman, Esq.
Arent Fox Kintner Plotkin & Kahn, P.L.L.C.
1050 Connecticut Ave., N. W.
Washington, D. C. 20036-5339

6. Total number of applications and registrations involved:

3

7. Total Fee (37 CFR 3.41): \$ 90.00

Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 01-2300

Authorized to be charged to Deposit Account

8. Deposit Account No. 01-2300

(Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN 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.

Mariah E. Garvey
Name of Person Signing

Mariah E. Garvey 6/7/99
Signature Date

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET, ATTACHMENTS AND DOCUMENT: 7



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

March 19, 1999

The State Corporation Commission finds the accompanying articles submitted on behalf of

COMPUTER SERVICES GROUP, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

DIGITAL NATION INC

is merged into DIGITALNATION, INC. (formerly COMPUTER SERVICES GROUP, INC.), which continues to exist under the laws of VIRGINIA with the name DIGITALNATION, INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on March 19, 1999.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
99-03-18-0108

ARTICLES OF MERGER
MERGING
DIGITAL NATION INC.
INTO
COMPUTER SERVICES GROUP, INC.

Computer Services Group, Inc., a Virginia corporation (**Services**), does hereby certify the following:

- FIRST:** The Plan of Merger merging digital NATION Inc. (**Digital**), the wholly-owned subsidiary of Services, into Services, is set forth in Exhibit A attached hereto.
- SECOND:** The Plan of Merger as set forth in Exhibit A, was approved by the Sole Shareholder of Services by a Unanimous Written Consent in Lieu of a Joint Special Meeting of the Board of Directors and the Sole Shareholder dated March 19, 1999.
- THIRD:** The Plan of Merger as set forth in Exhibit A, was approved by the Sole Shareholder of Digital by a Unanimous Written Consent in Lieu of a Joint Special Meeting of the Sole Director and the Sole Shareholder dated March 19, 1999.
- FOURTH:** Article 1. of the Articles of Incorporation of Services is hereby amended, by deleting the present Article 1. and inserting a new Article 1. (the **Amendment**), as follows:
- "1. The name of the Corporation is:
digitalNATION, Inc."
- FIFTH:** The Amendment was approved by the Sole Shareholder of Services.

IN WITNESS WHEREOF, Computer Services Group, Inc. has caused this certificate to be signed by its President this 19th day of March, 1999.

Computer Services Group, Inc.



By: _____
Bruce M. Waldack, President

Exhibit A
to
ARTICLES OF MERGER

Plan of Merger

PLAN OF MERGER

Merging

digital NATION Inc., a Virginia Corporation
into
Computer Services Group, Inc., a Virginia Corporation

1. Name of the corporations planning to merge:

Surviving Corporation: **Computer Services Group, Inc.**

Merged Corporation: **digital NATION Inc.**

2. The terms and conditions of the merger are the following:

- a. Computer Services Group, Inc. (**Services** or the **Surviving Corporation**) shall be merged with its wholly-owned subsidiary, digital NATION Inc. (**Digital** or the **Merged Corporation**), and Digital shall be merged into Services with Services to survive the merger.
- b. The merger shall be effective (the **Effective Date**) on the date of filing with and acceptance by the State Corporation Commission of Virginia of Articles of Merger.
- c. The Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to digitalNATION, Inc., and such amended Articles of Incorporation of the Surviving Corporation shall be in full force and effect as the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended, or repealed in accordance with the provisions thereof, or in the manner permitted by the Virginia Stock Corporation Act, as amended.
- d. The Bylaws of the Surviving Corporation in effect on the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed or until new bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the Virginia Stock Corporation Act, as amended.
- e. The officers and directors of the Surviving Corporation, as in office on the Effective Date, shall be the officers and directors of the Surviving Corporation, and shall serve until the next annual meeting of the board of directors or the

shareholders, as the case may be, and until their successors shall have been elected and qualified.

- f. On the Effective Date, (i) the separate existence of the Merged Corporation shall cease, (ii) all the properties, rights, privileges, franchises, licenses, registrations, and other assets of every kind and description of the Merged Corporation shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed, (iii) all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged Corporation, respectively, and (iv) the title to any real estate and other titled property, whether vested by deed or otherwise in the Merged Corporation, shall not revert or in any way be impaired by reason of the merger. On and after the Effective Date the Surviving Corporation shall be liable for all debts, liabilities, obligations and duties of the Merged Corporation.
- g. This Plan of Merger may be abandoned by the directors of either the Surviving Corporation or the Merged Corporation at any time before the Effective Date, notwithstanding approval of the merger by the respective shareholders of the Surviving Corporation and the Merged Corporation.

3. Manner and Basis of Conversion of Shares:

- a. On the Effective Date, all issued and outstanding shares of the capital stock of the Merged Corporation shall be canceled and cease to exist, and no new shares of the capital stock of the Surviving Corporation shall be issued in exchange therefor.
- b. On the Effective Date, each issued and outstanding share of the capital stock of the Surviving Corporation shall continue to be issued and outstanding capital stock of the Surviving Corporation.

RECORDATION FORM COVER SHEET- TRADEMARKS ONLY

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

1. Name of conveying party(ies):
Computer Services Group, Inc.
5515 Cherokee Avenue, Suite 100
Alexandria, VA 22312

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- Virginia
 Other _____

Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies)
Name: DIGITALNATION, INC.
Internal Address: 5515 Cherokee Avenue
Alexandria, VA 22312
Street Address: 5515 Cherokee Avenue
City Alexandria State VA Zip 22312

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

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 19, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

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Arent Fox Kintner Plotkin & Kahn, P.L.L.C.
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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.

Mariah E. Garvey *Mariah E. Garvey* 6/17/99
 Name of Person Signing Signature Date

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET, ATTACHMENTS AND DOCUMENT: 7



Do not detach this portion

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

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STATE CORPORATION COMMISSION

March 19, 1999

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By: _____
Bruce M. Waldack, President

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Washington, D.C. 20231