

8-3099

FORM PTO-1618A
Expires 08/30/98
OMB 0851-0027

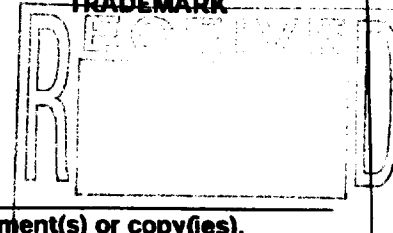
09-03-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101133571

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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 License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
4 27 99

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

09/02/1999 DNGUYEN 00000120 1813516

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20221 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1813516"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

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.

Marianne M. Keler

Name of Person Signing

Signature

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"ELECTRONIC MARKETING RESOURCE GROUP, INC.", A NEBRASKA CORPORATION,

WITH AND INTO "EMRG ACQUISITION CORPORATION" UNDER THE NAME OF "ELECTRONIC MARKETING RESOURCE GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1999, AT 4 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

3012911 8100M

991165587

AUTHENTICATION: 9710584

DATE: 04-27-99

**CERTIFICATE OF MERGER
 MERGING
 ELECTRONIC MARKETING RESOURCE GROUP, INC.,
 a Nebraska Corporation,
 INTO
 EMRG ACQUISITION CORPORATION,
 a Delaware Corporation
 (Pursuant to Section 252 of the
 General Corporation Law of the State of Delaware)**

EMRG Acquisition Corporation, a corporation organized under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The names and states of incorporation of each of the constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
EMRG Acquisition Corporation	Delaware
Electronic Marketing Resource Group, Inc.	Nebraska

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by EMRG Acquisition Corporation and by Electronic Marketing Resource Group, Inc. in accordance with Section 252 of the Delaware General Corporation Law ("DGCL") (and, with respect to EMRG Acquisition Corporation, in accordance with Section 228 the DGCL by the written consent of its sole stockholder.).

THIRD: The surviving corporation in the merger is EMRG Acquisition Corporation, a Delaware corporation.

FOURTH: The certificate of incorporation of EMRG Acquisition Corporation shall be the certificate of incorporation of the surviving corporation, except that Article

FIRST of the certificate of incorporation of EMRG Acquisition Corporation shall be deleted and amended in its entirety to read as follows:

"FIRST: The name of the Corporation is Electronic Marketing Resource Group, Inc. (hereinafter the "Corporation")."

FIFTH: The executed Agreement of Merger is on file at an office of EMRG Acquisition Corporation, and the address of such office is 11600 Sallie Mae Drive, Reston, Virginia 20193.

SIXTH: A copy of the Agreement of Merger will be furnished by EMRG Acquisition Corporation on request and without cost, to any stockholder of any constituent corporation in the merger.

SEVENTH: The authorized capital stock of Electronic Marketing Resource Group, Inc. consists of: (i) 2,250,000 shares of common stock, par value \$0.10 per share, of which 2,000,000 shares are Class A Common Stock and of which 250,000 are Class B Common Stock; and (ii) 200,000 shares of preferred stock, par value \$0.01 per share, of which 125,000 are designated as Series A Preferred Stock and of which 14,000 are designated as Series B Preferred Stock, and the remainder are undesignated.

EIGHTH: This Certificate of Merger shall be effective on April 27, 1999.

IN WITNESS WHEREOF, EMRG Acquisition Corporation has caused this Certificate to be signed and acknowledged in its name and on its behalf by its President as of the 27th day of April, 1999.

EMRG ACQUISITION CORPORATION

By: 
David A. Bottegai, Vice President

**ARTICLES OF MERGER
 OF
 ELECTRONIC MARKETING RESOURCE GROUP, INC.,
 a Nebraska corporation
 WITH AND INTO
 EMRG ACQUISITION CORPORATION,
 a Delaware corporation**

The undersigned corporations, organized and existing under the laws of the states of Nebraska and Delaware, respectively, set forth the following information:

1. Attached to these Articles of Merger and made a part hereof is a copy of the Plan of Merger.
2. The Plan of Merger was approved in the manner prescribed by the Nebraska Business Corporation Act and the Delaware General Corporation Law.
3. EMRG Acquisition Corporation, a Delaware corporation, will be the Surviving Corporation. The Articles of Incorporation of EMRG Acquisition Corporation in effect immediately prior to the Merger shall be the Articles of Incorporation of the surviving corporation, except that the name of the Surviving Corporation shall be changed at the Effective Time to Electronic Marketing Resource Group, Inc.
4. The approval of the shareholders of EMRG Acquisition Corporation was not required.
5. The name of the corporation to be merged into EMRG Acquisition Corporation is Electronic Marketing Resource Group, Inc., a Nebraska corporation.
6. The shareholders of Electronic Marketing Resource Group, Inc. approved the merger by unanimous written consent on April 5, 1999, and voted as follows:

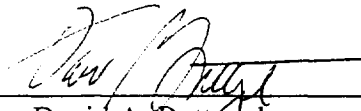
Designation (Class or Series) of Voting Group	Number of Shares Outstanding	Total No. of Votes Entitled to be Cast	Total Number of Votes Cast		
			FOR	AGAINST	ABSTAIN
Class A Common Stock	706,950	706,950	706,950	0	0
Class B Common Stock	7,125	7,125	7,125	0	0
Preferred Stock Series A	125,000	125,000	125,000	0	0
Preferred Stock Series B	14,000	14,000	14,000	0	0

The number of shares cast for the Plan of Merger was sufficient for approval.

7. The Surviving Corporation intends to transact business in the State of Nebraska and, accordingly, qualify to do business as a foreign corporation in Nebraska. The Surviving Corporation acknowledges the requirements of Neb. Rev. Stat. § 21-20,134(2).
8. The effective date of the Merger is April 27, 1999.


Dated: April 27, 1999

EMRG Acquisition Corporation

By: 

David A. Bottegai,
Vice President

Electronic Marketing Resource Group, Inc.

By: 

David T. Waldron
President

AGREEMENT AND PLAN OF MERGER dated as of March 8, 1999, among SLM HOLDING CORPORATION, a Delaware corporation ("Parent"), EMRG ACQUISITION CORPORATION, a Delaware corporation ("Sub"), and a wholly-owned subsidiary of Parent, and ELECTRONIC MARKETING RESOURCE GROUP, INC., a Nebraska corporation (together with its subsidiaries and affiliates, the "Company").

WHEREAS, as necessary, the respective senior managements and Boards of Directors of Parent, Sub and the Company have approved the acquisition of the Company by Parent upon the terms and subject to the conditions set forth in this Agreement; and

WHEREAS, to effect such acquisition, the respective senior managements and Boards of Directors of Parent, Sub and the Company have approved the merger of the Company into Sub (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement, whereby each 11.79 issued and outstanding shares of common stock, par value \$0.10 per share, of the Company, of each 11.79 shares of the Company's Series A Preferred Stock, par value \$0.10 per share, and of each 11.79 shares of the Company's Series B Preferred Stock, par value \$0.10 per share (all such shares, collectively, the "Company Stock"), other than shares owned directly or indirectly by the Company, will be converted into the right to receive either one share of common stock, par value \$0.20 per share, of Parent ("Parent Common Stock") or cash in the amount of \$37.625, as described below; and

WHEREAS, concurrently with the execution hereof, in order to induce Parent and Sub to enter into this Agreement, David T. Waldron, Terry H. Sinnard, John S. Hagood, The Development Council and certain other stockholders of the Company are entering into a Voting Agreement (the "Voting Agreement") with Parent and Sub pursuant to which such stockholders have agreed, among other things; to vote their shares of Company Stock in favor of this Agreement and the Merger; and

WHEREAS Parent, Sub and the Company desire to make certain representations, warranties, covenants and agreements in connection with the Merger and also to prescribe various conditions to the Merger; and

WHEREAS, for Federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code");

NOW, THEREFORE, in consideration of the representations, warranties, covenants and agreements contained in this Agreement, the parties hereto agree as follows:

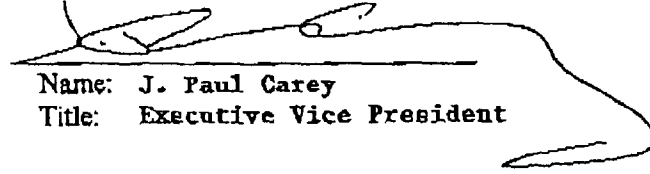
ARTICLE I

The Merger

SECTION 1.01. The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Delaware General Corporation Law (the "DGCL") and, to the extent required, the Nebraska Business Corporation Act ("NBCA"), the Company shall be merged with and into Sub at the Effective Time (as hereinafter defined).

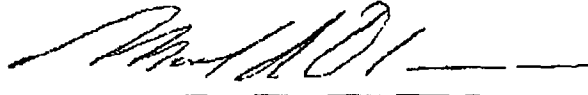
IN WITNESS WHEREOF, Parent, Sub and the Company have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first written above.

SLM HOLDING CORPORATION




Name: J. Paul Carey
Title: Executive Vice President

EMRG ACQUISITION CORPORATION



Name: Mark A. Olson
Title: President

ELECTRONIC MARKETING RESOURCE GROUP, INC.



Name: DAVID T WALDRON
Title: PRESIDENT & CEO