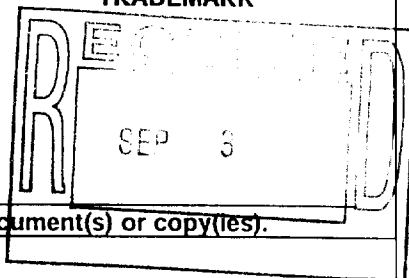


09-07-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



MR 9/3/99

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  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

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  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.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

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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. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, 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  
REEL: 001933 FRAME: 0480

**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)**

**Registration Number(s)**

**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.

Merrill M. Mason

August , 1999

Name of Person Signing

Signature

Date Signed

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

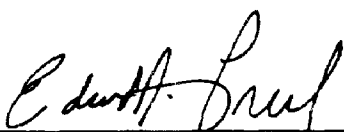
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALTERNATE REALITIES CORPORATION", A NORTH CAROLINA CORPORATION,

WITH AND INTO "ALTERNATE REALITIES CORPORATION" UNDER THE NAME OF "ALTERNATE REALITIES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.



  
\_\_\_\_\_  
*Edward J. Freel, Secretary of State*

3058275 8100M

991356823

AUTHENTICATION: 9940850

DATE: 08-26-99

TRADEMARK  
REEL: 001953 FRAME: 0482

**CERTIFICATE OF MERGER  
OF  
ALTERNATE REALITIES CORPORATION  
(a North Carolina corporation)  
WITH AND INTO  
ALTERNATE REALITIES CORPORATION  
(a Delaware corporation)**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Alternate Realities Corporation	Delaware (the "Surviving Corporation")
Alternate Realities Corporation	North Carolina

**SECOND:** That an Agreement and Plan of Merger between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation law of the State of Delaware.

**THIRD:** That upon consummation of the merger, the name of the Surviving Corporation of the merger will remain Alternate Realities Corporation.

**FOURTH:** That upon consummation of the merger, the Certificate of Incorporation of the Surviving Corporation will remain unchanged.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 1301 S. Briggs Avenue, Suite 100, Durham, North Carolina 27703.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any shareholder/stockholder of any constituent corporation.

**SEVENTH:** The merger shall be effective at 9:00 a.m. local time on June 30, 1999.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed on the 29<sup>th</sup> day of June, 1999.

**ALTERNATE REALITIES CORPORATION**

By: Michael A. Odell  
Michael A. Odell, President