

FORM PTO 1594

12-01-1999

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

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1-19-99



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

1 Name of conveying Party(ies)

Accord Video Telecommunications, Inc.

Name and address of receiving party(ies):

Accord Merger Corp.

Internal Address: Suite 200

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

Street Address: 500 Northridge Road

City: Atlanta

State: Georgia

Zip: 30350

3 Nature of conveyance:

- Assignment
- Security Agreement
- Other

- Merger
- Change of name

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

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No (Designations must be separate from assignment)

Execution Date: December 22, 1998

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/486878

75/487906

Additional numbers attached? Yes No

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

Name: Michael D. Hobbs, Jr., Esq.

Internal Address:

Troutman Sanders LLP
600 Peachtree Street, NE
Suite 5200

Street Address:

City: Atlanta

State: GA Zip: 30308

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

Enclosed

Authorized to be charged to deposit account

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE 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.

Michael D. Hobbs, Jr.

January 13, 1999

Name of Person Signing

Signature

Date

01/21/1999 TT0111 00000144 75486878

Total number of pages comprising cover sheet 5

01 FC:401 40.00 DP

02 FC:402 25.00 DP

OMB No. 0651-0011 (CAP. 4/94)

DO NOT DETACH THIS PORTION

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignment
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark office, Office of Information Systems, PKZ-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CT-07

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CERTIFICATE OF MERGER
 of
ACCORD VIDEO TELECOMMUNICATIONS, INC.
 with and into
ACCORD MERGER CORP.
 under
Section 907 of the Business Corporation Law

Pursuant to Section 907 of the Business Corporation Law, the undersigned (the "Constituent Corporations"), hereby certify in connection with the merger (the "Merger") of **ACCORD VIDEO TELECOMMUNICATIONS, INC.**, a New York corporation ("Accord"), with and into **ACCORD MERGER CORP.**, a Georgia corporation ("Mergerco") as follows:

1. The name, state of incorporation and date of incorporation of each Constituent Corporation in the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
Accord Merger Corp.	Georgia	March 31, 1998
Accord Video Telecommunications, Inc.	New York	September 6, 1995

2. The surviving corporation (the "Surviving Corporation") in the Merger shall be Accord Merger Corp.

3. The effective date of the Merger shall be December 31, 1998 (the "Effective Date")

4. The designation and number of outstanding shares of each class of capital stock of each Constituent Corporation are as follows:

(a) The Surviving Corporation has authorized capital stock consisting of Two Hundred (200) shares of no par value common stock (the "Surviving Corporation Common Stock"), of which One (1) share is issued and outstanding. The Surviving Corporation Common Stock is vested with all of the voting rights in the Surviving Corporation.

(b) Accord has authorized capital stock consisting of Two Hundred (200) shares of no par value common stock (the "Accord Common Stock"), of which One (1) share is issued and outstanding. The Accord Common Stock is vested with all of the voting rights in Accord.

5. The Merger and the Agreement and Plan of Merger (the "Plan") was duly authorized, approved and adopted by the Board of Directors and the sole shareholder of each of the Surviving Corporation and Accord. The Merger is permitted by the laws of the States of New York and Georgia, and each Constituent Corporation is in compliance therewith.

6. The Surviving Corporation has not filed an application for authority to do business in the State of New York and will not do business in the State of New York until an application for such authority shall have been filed with the New York Department of State.

7. The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or any foreign corporation previously amenable to suit in the State of New York, which is a Constituent Corporation for the enforcement of the rights of the sole shareholder of Accord against the Surviving Corporation, and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in Section 306 (b) of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is c/o CT Corporation System, 1633 Broadway, New York, New York 10019.

8. The Surviving Corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the sole shareholder of Accord the amount, if any, to which such sole shareholder shall be entitled under the provisions of the Business Corporation Law relating to the right of shareholders to receive payment for their shares.

9. All fees and taxes (including penalties and interest) administered by the department of taxation and finance which are due and payable by Accord have been paid and a cessation franchise tax report (estimated) through the anticipated date of the merger has been filed by Accord. The Surviving Corporation agrees that, within thirty (30) days of filing this Certificate of Merger, it will file the cessation franchise tax report and promptly pay to the department of taxation all fees and taxes (including penalties and interest), if any due to the department of taxation and finance from Accord.

IN WITNESS WHEREOF, the undersigned Constituent Corporations in the Merger, have caused their duly authorized representatives to execute this Certificate of Merger effective as of the 22nd day of December, 1998.

ACCORD MERGER CORP.

By: Jules D. Deligne
 Title: CEO Jules Deligne

ACCORD VIDEO TELECOMMUNICATIONS, INC.

By: Jules D. Deligne
 Title: CEO Jules Deligne

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CT-07

**CERTIFICATE OF MERGER
OF
ACCORD VIDEO TELECOMMUNICATIONS, INC.
INTO
ACCORD MERGER CORP.
UNDER SECTION 907 OF THE
BUSINESS CORPORATION LAW**

Dec 19 1999

**Troutman Sanders LLP
600 Peachtree Street, N.E.
Suite 5200
NationsBank Plaza
Atlanta, GA 30308-2216**

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