

02-08-2000

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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
- Merger  Effective Date  
Month Day Year
- 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)

- Individual  General Partnership  Limited Partnership  Association
- Corporation
- 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

02/08/2000 DNGUYEN 00000054 1993477

FOR OFFICE USE ONLY

01 FC:481	40.00 OP
02 FC:482	25.00 OP
03 FC:998	15.00 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 (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

**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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1993477"/>	<input type="text" value="1352500"/>	<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"/>	<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.

Mary Eure



1-4-2000

Name of Person Signing

Signature

Date Signed

**SALLIE MAE, INC.**

**CONSENT OF SOLE DIRECTOR**

**APPROVING MERGER**

The undersigned, being the sole director of Sallie Mae Inc., a Delaware corporation (the "Corporation"), for the purpose of taking action without a meeting of the board of directors pursuant to Section 141(f) of the Delaware General Corporation Law ("DGCL"), and hereby waiving any notice requirements of Section 229 of the DGCL, hereby adopts the following resolutions:

Approving Merger With Electronic Marketing Resource Group, Inc.

WHEREAS, the sole director (the "Board") of the Corporation has determined that it is in the best interest of the Corporation to merge with and into Electronic Marketing Resource Group, Inc., a Delaware corporation ("EMRG") with SMI being the surviving corporation (the "Merger");

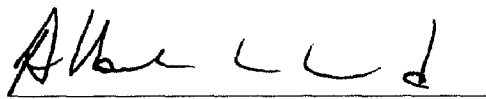
NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves the merger of the Corporation with EMRG as set forth in the Agreement of Merger, the form of which is attached hereto as Exhibit A; and

FURTHER RESOLVED, that the officers of the Corporation and any designees of such officers are hereby authorized to execute and deliver all documents and instruments and to take all other actions necessary or desirable, as conclusively evidenced by such execution and delivery or the taking of such actions by such persons, to consummate the Merger, upon approval by the sole stockholder of the Corporation and by the sole director and sole stockholder of EMRG; and

FURTHER RESOLVED, that all actions taken by such persons in connection with the Merger prior to the date below are hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent of Directors as of the 21<sup>st</sup> day of December, 1999.

SOLE DIRECTOR:



Albert L. Lord

**CERTIFICATE OF MERGER OF**

**ELECTRONIC MARKETING RESOURCE GROUP, INC.,  
a Delaware Corporation,  
into  
SALLIE MAE, INC.,  
a Delaware Corporation**

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Sallie Mae, Inc., a corporation organized and existing under the laws of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** The names of the constituent corporations in the merger are Electronic Marketing Resource Group, Inc., a Delaware corporation ("EMRG"), and Sallie Mae, Inc. ("SMI"), a Delaware corporation.

**SECOND:** An Agreement of Merger between EMRG and SMI (the "Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by EMRG and SMI in accordance with Section 251 of the Delaware General Corporation Law.

**THIRD:** The name of the surviving corporation is Sallie Mae, Inc.

**FOURTH:** Upon completion of this merger, the Certificate of Incorporation of SMI shall be its Certificate of Incorporation as in effect immediately before the merger.

**FIFTH:** The executed Agreement of Merger is on file at the office of SMI, located at 1600 Sallie Mae Drive, Reston, Virginia 20193.

SMI  
12/09/99

TRADEMARK  
REEL: 002017 FRAME: 0502

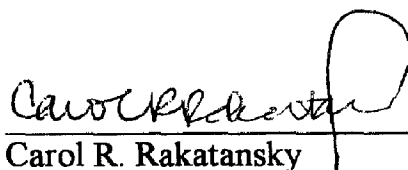
**SIXTH:** A copy of the executed Agreement of Merger shall be provided by SMI

to any stockholder of EMRG or SMI upon request of, and without charge to, said stockholder.

IN WITNESS WHEREOF, Sallie Mae, Inc. has caused this Certificate to be signed by the undersigned individual as of the 21<sup>st</sup> day of December, 1999.

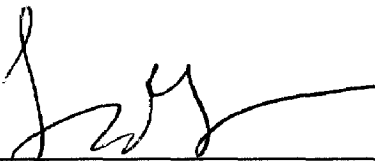
ATTEST:

SALLIE MAE, INC.



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Carol R. Rakatansky  
Secretary  
(SEAL)



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Tom Green  
Senior Vice President

**ELECTRONIC MARKETING RESOURCE GROUP, INC.**

(formerly EMRG Acquisition Corporation)

11600 Sallie Mae Drive

Reston, VA 20193

Date of Incorporation: 4/28/99 [currently being merged with Sallie Mae, Inc.]

State of Incorporation: Delaware

- Charter Amendments (dates): 4/27/99 Certificate of Merger w/ Electronic Marketing Resource Group, Inc.  
3/5/99 Certificate of Incorporation of EMRG Acquisition Corporation

- Bylaw Amendments (dates):

Number of Directors Authorized: 1

Current Directors: Marianne M. Keler

Current Officers:

David T. Waldron	President
J. Paul Carey	Executive Vice President
Terry H. Sinnard	Vice President
Nancy S. Williams	Vice President
Mark G. Overend	Treasurer
Carol R. Rakatansky	Secretary
Nancy L. Straatman	Assistant Treasurer

Employees (yes/no): yes

Foreign Qualifications: Nebraska  
Virginia

Fiscal Year End: 12/31

Employer I.D. Number: 54-1935726

Number of Shares Authorized: 1,000 (par value \$.01)

Number of Shares Issued: 1,000

Shareholders:	<u>Certificate #</u>	<u># of Shares</u>	<u>Date Issued</u>
SLM Holding Corporation	1	1,000	3/5/99

Location of Stock Certificates: Corporate Secretary

Date Generated: 09/07/99

Office of the Secretary of State

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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:

"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.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

3012911 8100M

991165587

AUTHENTICATION: 9710584

DATE: 04-27-99

TRADEMARK  
REEL: 002017 FRAME: 0506



**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 27<sup>th</sup> day of April, 1999.

EMRG ACQUISITION CORPORATION

By:   
David A. Bottegale, Vice President