

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

RECEIVED  
200 JAN 21 AM 9:51  
OPR/FINANCE

03-09-2000

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



101285793

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

1-21-00  
MAG

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  
10 12 99
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Tellsoft Technologies, Inc.

10 12 99

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Colorado

Receiving Party

Mark if additional names of receiving parties attached

Name Tellsoft Technologies, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 2 South Cascade Avenue, Suite 150

Address (line 2) \_\_\_\_\_

Address (line 3) Colorado Springs  
City

Colorado  
State/Country

80903  
Zip Code

- Individual  General Partnership  Limited Partnership

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

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.)

03/08/2000 DCORTES 00000104 501000 75649842

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 175.00 CH

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

TRADEMARK  
REEL: 002032 FRAME: 0412

**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.

Kent H. Borges, Attorney

Kent H. Borges

January 13, 2000

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

---

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:

"TELLSOFT TECHNOLOGIES, INC.", A COLORADO CORPORATION, WITH AND INTO "TELLSOFT TECHNOLOGIES, INC." UNDER THE NAME OF "TELLSOFT TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF OCTOBER, A.D. 1999, AT 3:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2972457 8100M

991430555

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

---

Edward J. Freel, Secretary of State

AUTHENTICATION:

0021739

DATE:

10-13-99

TRADEMARK

REEL: 002032 FRAME: 0414

TELLSOFT TECHNOLOGIES, INC.,  
a Colorado corporation

AND

TELLSOFT TECHNOLOGIES, INC.,  
a Delaware Corporation

### CERTIFICATE OF MERGER

Pursuant to Section 252(c) of the Delaware General Corporation Law, this Certificate of Merger is executed this 12<sup>th</sup> day of October, 1999, by Tellsoft Technologies, Inc., a Colorado corporation, ("Tellsoft Colorado") and Tellsoft Technologies, Inc., a Delaware corporation ("Tellsoft Delaware").

1. Tellsoft Colorado is a Colorado corporation domiciled in Colorado. Tellsoft Delaware is a Delaware corporation domiciled in Colorado.

2. An Agreement and Plan of Merger (the "Agreement") dated October 12, 1999, has been approved, adopted, certified, executed and acknowledged by each of Tellsoft Colorado and Tellsoft Delaware in accordance with Section 252(c) of the Delaware General Corporation Law.

3. The name of the surviving corporation is Tellsoft Technologies, Inc., a Delaware corporation.

4. The certificate of incorporation of Tellsoft Delaware shall be the certificate of incorporation of the surviving corporation.

5. The executed Agreement is on file at an office of the surviving corporation located at 90 South Cascade Avenue, Suite 1400, Colorado Springs, CO 80903, and a copy of the Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of the surviving corporation or to any stockholder of Tellsoft Colorado.

6. Tellsoft Colorado is a corporation duly organized and existing under the laws of the State of Colorado and has authorized capital stock of 2,325,396 shares of stock, with par value of \$.001 per share, of which 1,653,698 are designated "Common Stock" and 671,698 are designated "Preferred Stock." The Preferred Stock is designated as Series A Preferred Stock which consists of 200,000 authorized shares and Series B Preferred Stock which consists of 471,698 authorized shares.

IN WITNESS WHEREOF, Tellsoft Colorado and Tellsoft Delaware, the parties to the merger, have caused this Certificate of Merger to be signed in their respective entity names and on their behalf by the president of each such entity as of the 12<sup>th</sup> day of October, 1999.


TELLSOFT TECHNOLOGIES, INC.  
a Colorado corporation

By:   
William Tomeo, President

TELLSOFT TECHNOLOGIES, INC.  
a Delaware corporation

By:   
William Tomeo, President

THE UNDERSIGNED President of Tellsoft Technologies, Inc., a Colorado corporation, who executed on behalf of said corporation, hereby acknowledges that the facts stated in the foregoing Certificate of Merger are true and the acts and deeds therein certified are the acts and deeds of the said corporation.

  
William Tomeo, President

THE UNDERSIGNED President of Tellsoft Technologies, Inc., a Delaware corporation, who executed on behalf of said corporation, hereby acknowledges that the facts stated in the foregoing Certificate of Merger are true and the acts and deeds therein certified are the acts and deeds of the said corporation.

  
William Tomeo, President

3724/02.1/doc/018