

4.10.00

RECORDATION FORM COVER SHEET

04-28-2000

Y

Assistant Commissioner for
Box Assignments
Washington, D.C. 20231



101339626

Attorney Docket No. 4102-101

1. A. Name of conveying party(ies):
Net32, Inc.
One Copley Parkway, STE 106
Morrisville, NC 27560
B. Additional name(s) of conveying party(ies) attached? Yes No

2. A. Name and address of receiving party(ies):
net32.com, inc.
One Copley Parkway, STE 106
Morrisville, NC 27560
B. Additional name(s) & address(es) attached?
 Yes No

3. A. Nature of conveyance:
 Assignment Merger Security Agreement Change of Name
 Other: _____
B. Execution Date: February 29, 2000

4. A. If this document is being filed together with a new application, the execution date of the application is: _____
B. Trademark Registration Application No.(s) | C. Trademark Registration No.(s)
2,293,111 Registered November 16, 1999
D. Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Steven J. Hultquist
Address: Intellectual Property/Technology Law
P O. Box 14329
Research Triangle Park, NC 27709

7. A. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed (Check No. 6869)
 Authorized to be charged to deposit account No.

6. Total number of applications and registrations involved: 1

8. Credit any overpayment or charge any underpayment to Deposit Account Number 08-3284 of Intellectual Property/Technology Law.

DO NOT USE THIS SPACE

04/27/2000 JSHABAZZ 00000310 2293111

01 FC:481

40.00 OP

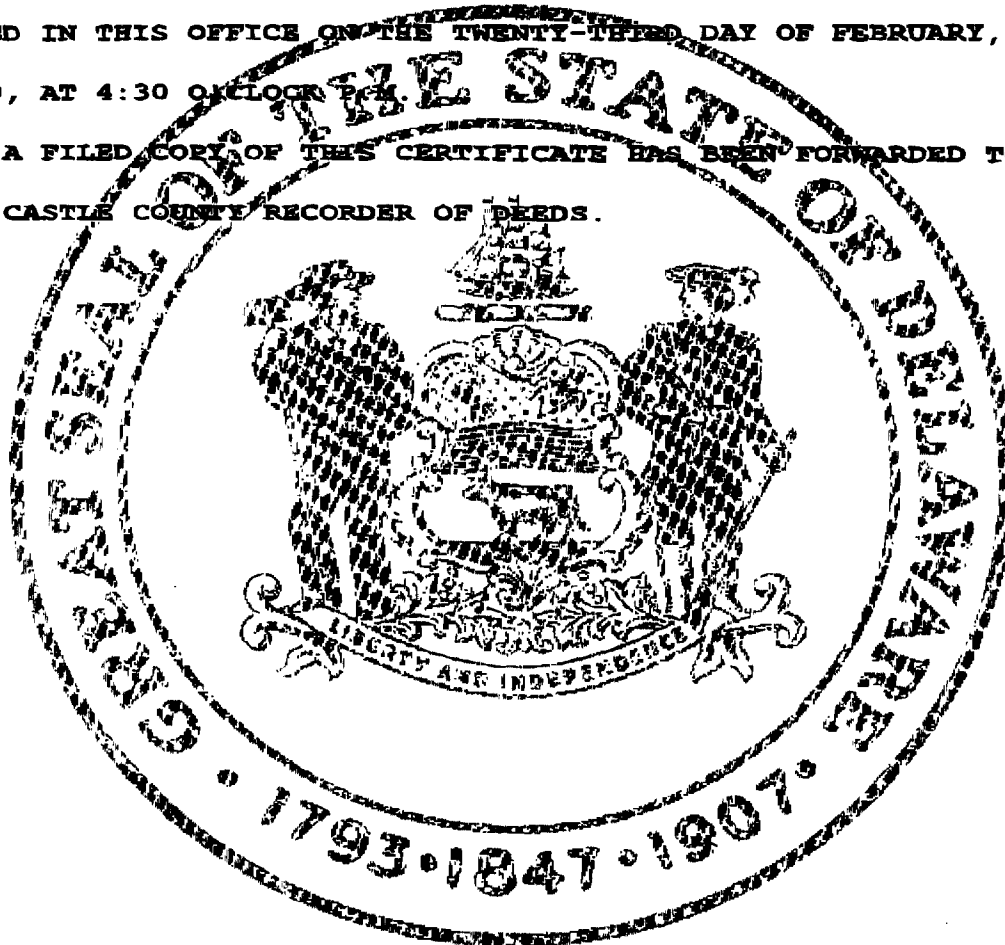
9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Date: April 4, 2000
Steven J. Hultquist
Registration No. 28,021
Total number of pages including cover sheet, attachments, and document: 5

State of Delaware
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 INCORPORATION OF "NET32.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000, AT 4:30 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

3181994 8100

0277581

001092785

AUTHENTICATION:

02-24-00

DATE:

TRADEMARK

REEL: 002061 FRAME: 0187

STATE OF
NORTH
CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

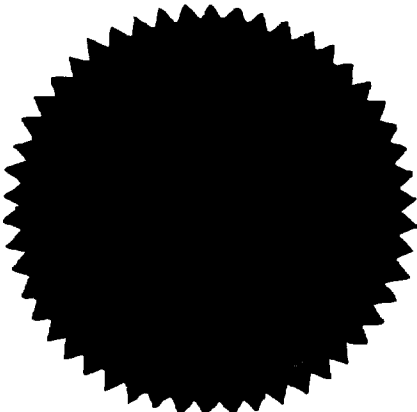
OF

NET32, INC.

INTO

NET32.COM, INC.

the original of which was filed in this office on the 29th day of February, 2000.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 29th day of February, 2000.

Elaine F. Marshall

Secretary of State

MAY 3 2000 2:48PM

SMITH ANDERSON LAW

NO. 4600 P. 2/2

ARTICLES OF MERGER
OF
NET32, INC.
INTO
NET32.COM, INC.

SOSID: 540421
Date Filed: 2/29/2000 10:12 AM
Elaine F. Marshall
North Carolina Secretary of State
Effective March 1, 2000 12:01 AM


NET32, Inc., a North Carolina corporation ("NET32-NC"), hereby submits these Articles of Merger for the purpose of merging with and into NET32.COM, Inc., a Delaware corporation ("NET32-DE").

1. The Agreement and Plan of Merger is attached as Exhibit A hereto.
2. The attached Agreement and Plan of Merger was duly approved in the manner provided by Chapter 35 of the General Statutes of North Carolina by the boards of directors of NET32-NC and NET32-DE and by the shareholders of NET32-NC.
3. These Articles of Merger will be effective at 12:01 a.m. on March 1, 2000.

This the 29th day of February, 2000.

NET32.COM, INC.

By:



Thomas F. Cavanaugh
President

ARTICLES OF MERGER
OF
NET32, INC.
INTO
NET32.COM, INC.

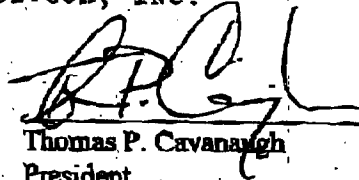
net32,inc, a North Carolina corporation ("net32-NC"); hereby submits these Articles of Merger for the purpose of merging with and into net32.com, inc. a Delaware corporation ("net32-Del"):

1. The Agreement and Plan of Merger is attached as Exhibit A hereto.
2. The attached Agreement and Plan of Merger was duly approved in the manner prescribed by Chapter 55 of the General Statutes of North Carolina by the boards of directors of net32-NC and net32-Del and by the shareholders of net32-NC.
3. These Articles of Merger will be effective at 12:01 a.m. on March 1, 2000.

This the 29th day of February, 2000.

NET32.COM, INC.

By:



Thomas P. Cavanaugh
President