

09-06-2000



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
TRADEMARK



8-10-W

RE

101449448
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
Effective Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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 Corporation Association

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 Organization

09/06/2000 MTHA11 00000082 75865953

FOR OFFICE USE ONLY

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40.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 002129 FRAME: 0279

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" value="75865953"/>	<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"/>
<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

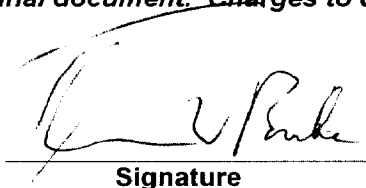
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

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.

Thomas W. Brooke
Name of Person Signing


Signature

8/10/00
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:

"IPHC LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "WAYBID, INC." UNDER THE NAME OF "WAYBID, 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 MAY, A.D. 2000, AT 5:30 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

3072717 8100M

001245146

AUTHENTICATION: 0445982
DATE: 05-18-00

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REEL: 002129 FRAME: 0281

CERTIFICATE OF MERGER
of
IPHC LLC
into
WayBid, Inc.

Pursuant to Sec. 264 of the Delaware General Corporation Law, the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of each constituent entity desiring to merge is:

<u>Name</u>	<u>Jurisdiction</u>
IPHC LLC	Delaware
WayBid, Inc.	Delaware

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law.

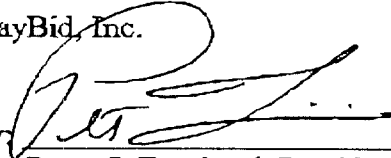
3. The name of the surviving corporation is: WayBid, Inc.

4. The Certificate of Incorporation of WayBid, Inc. shall be its Certificate of Incorporation.

5. The agreement of merger is on file at a place of business of the surviving corporation, which is located at 665 Broadway, New York, New York 10012

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of this 8th day of May, 2000, and is being filed in accordance with Section 264 of the Delaware General Corporation Law by an authorized person of the surviving corporation in the merger.

WayBid, Inc.
By 
Peter J. Trevisani, President