



11.13.00

To the Honorable

101540108

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Vectrix Corporation

- Individual(s)
- General Partnership
- Corporation-State - Nevada
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Vectrix Business Solutions, Inc.

Internal Address: Suite 800

Street Address: 8800 No. Central Expressway

City: Dallas State: TX ZIP: 75231

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 6, 2000

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): _____

A. Trademark Application No.(s)

75/899,337
76/007,768; 75/451,892

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

2,284,808
2,140,511

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

Name: Chris J. Rourk

Internal Address: Akin Gump Strauss Hauer & Feld, LLP

Street Address: P. O. Box 688

City: Dallas State: TX ZIP: 75313-0688

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Chris J. Rourk

Name of Person Signing

Signature

November 7, 2000

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

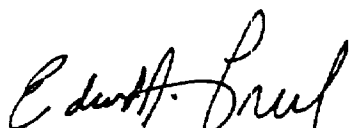
State of Delaware
Office of the Secretary of State PAGE 1

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:

"VECTRIX CORPORATION", A NEVADA CORPORATION,

WITH AND INTO "VECTRIX BUSINESS SOLUTIONS, INC." UNDER THE NAME OF "VECTRIX BUSINESS SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 2000, AT 11:30 O'CLOCK A.M.





Edward J. Freel, Secretary of State

3244985 8100M

001522794

AUTHENTICATION: 0738601

DATE: 10-17-00

TRADEMARK

REEL: 002186 FRAME: 0539

Oct-05-00 10:20am Prod-AKIN GUMP ET EL-DAL

214-858-4343--2

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 10/06/2000
001506278 - 3244985

**CERTIFICATE OF MERGER
MERGING
VECTRIX CORPORATION
INTO
VECTRIX BUSINESS SOLUTIONS, INC.**

1. The names of each of the constituent corporations, and the respective states of incorporation are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Vectrix Business Solutions, Inc.	Delaware
Vectrix Corporation	Nevada

2. Both Vectrix Business Solutions, Inc. ("VBSI") and Vectrix Corporation ("VC", and collectively with VBSI, the "Parties") have entered into a certain Agreement and Plan of Merger, dated as of September 9, 2000 (the "Merger Agreement"). The Merger Agreement has been approved, adopted, certified, executed, and acknowledged by the Parties in accordance with subsection 252(c) of the Delaware General Corporation Law.

3. VBSI will be the surviving corporation and its name will remain Vectrix Business Solutions, Inc.

4. The Certificate of Incorporation and Bylaws of VBSI, both as in effect at the consummation of the merger, shall continue to be the Certificate of Incorporation and Bylaws of VBSI until thereafter changed or amended as provided therein or by applicable law.

5. The executed Merger Agreement is on file at the office of VBSI, the address of which is:

8800 N. Central Expressway, Suite 800
Dallas, TX 75231

6. A copy of the Merger Agreement will be furnished by VBSI, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of VC is 100,000,000 shares of common stock, \$0.0001 par value per share and 25,000,000 shares of preferred stock, \$0.0001 value per share.

8. This Certificate of Merger shall be effective upon the filing of this Certificate of Merger (the "Certificate of Merger"), executed by both Parties in accordance with the Delaware General Corporation Law, with the Secretary of State of Delaware and the filing of Articles of Merger (the "Articles of Merger"), executed by both Parties in accordance with the Nevada Revised Statutes, with the Secretary of State of Nevada (the "Effective Time").

Oct-06-00 10:30am From-AKIN GUMP ET EL-DAL

214-888-4343--2

T-580 P.03/03 P-588

Dated: October 6, 2000

VECTRIX BUSINESS SOLUTIONS, INC.

By: Bruce Orr

Bruce Orr
President

VECTRIX CORPORATION

By: Bruce Orr

Bruce Orr
President