

10-17-2001

FORM PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



Tab settings ⇌⇌⇌ ▼

101875829 ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Socket Internet Services Corporation **10/09/01**

Individual(s) Association
 General Partnership Limited Partnership

Corporation-State
 Other _____

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

2. Name and address of receiving party(ies):
 Name: Socket Holdings Corporation
 Internal Address: _____
 Street Address: 295 S. 8th St., P.O. Box 7085
 City: Columbia State: MO ZIP: 65205-7085
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Missouri
 Other: _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: June 25, 2001

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)
 B. Trademark Registration No.(s)
 2,054,986

Additional numbers attached? Yes No

RECEIVED
OCT - 9 2001

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Mary Lu Sanders-Zinser
 Internal Address: Gallop, Johnson & Neuman, L.C.
 Street Address: 101 South Hanley, Suite 1600
 City: St. Louis State: MO ZIP: 63105

6. Total number of applications and registration involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (Attached 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.

Mary Lu Sanders-Zinser Mary Lu Sanders-Zinser October 9, 2001
 Name of Person Signing Signature Date

10/17/2001 **DBYRNE** 00000014 2054986
 01 FC:481 Total number of pages including cover sheet, attachments, and documents: 1

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

TRADEMARK
REEL: 002383 FRAME: 0873



State of Missouri
Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

FILED

JUL 09 2001

Amendment of Articles of Incorporation
(To be submitted in duplicate)

Matt Blunt
SECRETARY OF STATE

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

- The present name of the Corporation is Socket Internet Services Corporation

The name under which it was originally organized was Socket Internet Services Corporation

- An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on
June 25, 2001
month/day/year
- Article Number One is amended to read as follows:

The name of the Corporation is Socket Holdings Corporation.

(If more than one article is to be amended or more space is needed attach additional pages)

Of the one hundred (100) shares outstanding, one hundred (100) of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

Class	Number of Outstanding Shares
Common	100

5. The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
Common	100	0

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is: N/A

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are: N/A

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected: N/A

IN WITNESS WHEREOF, the undersigned, George A. Pfenenger
President or

Vice President has executed this instrument and its

Secretary _____ has affixed its corporate seal hereto and
Secretary or Assistant Secretary

attested said seal on June 27, 2001
month/day/year

Place
CORPORATE SEAL
Here
(If no seal, state "None.")

Socket Internet Services Corporati
Name of Corporation

ATTEST:
[Signature]
Secretary or Assistant Secretary
John A. Dupuy

By George A. Pfenenger
President or Vice President
George A. Pfenenger

State of MISSOURI
County of Boone } ss

I, Anita Wade, A Notary Public, do hereby certify that on June 27, 2001
month/day/year

personally appeared before me George A. Pfenenger
who, being by me first duly sworn, declared that he/she is the President
of Socket Internet Services Corporation
that he/she signed the foregoing documents as President of the corporation, and that the
statements therein contained are true.

(Notarial Seal or Stamp)

[Signature]
Notary Public

ANITA WADE
Notary Public - Notary Seal
State of Missouri
County of Boone
My Commission Expires June 28, 2002

My commission expires 2-28-02
My County of Commission Boone

No. 00408471

STATE OF MISSOURI



Matt Blunt
Secretary of State


CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

SOCKET HOLDINGS CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 21st day of SEPTEMBER, 2001.


Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
SOCKET INTERNET SERVICES CORPORATION

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL AND BUSINESS CORPORATION LAW;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE GENERAL AND BUSINESS CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
9TH DAY OF MARCH, 1995.

Rebecca McDowell Cook
Secretary of State



\$58.00

ARTICLES OF INCORPORATION
OF
SOCKET INTERNET SERVICES CORPORATION

FILED AND CERTIFICATE OF
INCORPORATION ISSUED
MAR 09 1995

Rebecca McDowell Cook
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, being a natural person of the age of eighteen (18) years or more, for the purpose of forming a corporation under "The General and Business Corporation Law of Missouri", and all amendments thereto, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is SOCKET Internet Services Corporation.

ARTICLE II

The address of the initial registered office of the Corporation is 607 East Jackson Street, Columbia, Missouri, 65203, and the name of its initial registered agent at such address is GEORGE A. PFENENGER.

ARTICLE III

The aggregate number of shares of all classes of stock which the Corporation shall have the authority to issue shall be Thirty Thousand (30,000) shares, all of which shall be common stock without par value.

The qualifications, limitations, restrictions and special rights in respect to all of said shares of stock are as follows:

- a. No shareholder of the Corporation shall have the right or power to sell, or otherwise transfer or dispose of any shares of the Corporation now owned or hereafter acquired, without the written consent of all other shareholders, or in the absence of such written consent, without first giving the Corporation at least thirty

(30) days prior written notice by registered mail of the proposed disposition of shares. Within the said thirty (30) day period, a meeting of the shareholders shall be called by the Corporation. At such meeting the Corporation shall have the right to purchase all of the shares offered for sale for the same price and terms as contained in any written, bona fide, offer received by the shareholder desiring to sell, and any shares not purchased by the Corporation at such meeting thereupon shall be offered to the other shareholders of the Corporation, each of whom shall have the right to purchase, for the same price and terms, such portion of the stock offered for sale as the number of shares owned by him shall bear to the total outstanding shares other than the shares offered for sale; provided, however, if any shareholder does not purchase his full proportionate number of shares, the unaccepted shares may be purchased by other shareholders proportionately. If within ten (10) days after said meeting, all of the shares of the selling shareholder are not purchased by either the Corporation or by the remaining shareholders, then all restrictions imposed by this Article upon such portion of stock not purchased shall forthwith terminate for a thirty (30) day period during which time the selling shareholder shall have the right to sell said shares to such persons or corporations who shall have advanced the hereinabove mentioned written, bona fide, offer at the offered price and terms, and if not sold during said period of time these restrictions shall, at the end of said period, again be in full force and effect as to said shares. The restrictions imposed by this Article shall, however, at all times remain in full force and effect as to those shares in the Corporation not offered for sale.

b. The provisions of this Article shall be binding upon any executor, administrator or other legal representative of any shareholder, including heirs and legatees, and upon the successor, transferee, donee or assignee of every shareholder in case of the sale or pledge of any shares by such shareholder, his executor, administrator, heir, legatee or legal representative, and notice of the provisions hereof shall be printed upon each certificate of stock which is issued, and thereupon shall be a part thereof binding upon each owner thereof, regardless of the manner by which said stock shall be acquired.

c. The Corporation may enforce the provisions hereof by injunction or by any other remedy provided by law.

ARTICLE IV

The preemptive right of any shareholder of the Corporation to acquire additional shares is not limited or denied.

ARTICLE V

The name and place of residence of each Incorporator is:

<u>Name</u>	<u>Residence</u>
George A. Pfenenger	4815 Schooner Road, Apt. A Columbia, MO 65201
John A. Dupuy	8 Keene Street, Apt. K73 Columbia, MO 65201

ARTICLE VI

The number of Directors to constitute the Board of Directors shall be two (2).

ARTICLE VII

The duration of the Corporation is perpetual.

ARTICLE VIII

The Corporation is formed for the following purposes:

1. To engage in the selling of Internet and related computer networking services, including but not limited to dial-up account services, dedicated account services, World Wide Web page creation and storage services, various Internet related advertising services; and

2. To buy, purchase, lease, hire, or otherwise acquire real and personal property, improved or unimproved, of every kind and description, including franchises, easements, permits, licenses, and rights in property of every nature from any person, entity, partnership, association or corporation; to pay for the same in cash or in stock of any class, bonds, or other obligations of the Corporation or otherwise; to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired; to assume in connection therewith any liabilities of any person, entity, partnership, association or corporation, and conduct in any lawful manner the whole or any part of the business thus acquired;

3. To hold, use, handle, sell, assign, lease, exchange, convey, transfer, pledge, mortgage, manage, operate, develop, contract, build, erect, maintain, construct, reconstruct, and dispose of real and personal property of every nature and to receive in payment therefor cash or stocks, bonds, notes, debentures, or other securities or evidences of indebtedness, or obligations of any individual, firm, corporation, company, association, trust, or organization, on such terms and conditions as the Board of Directors of the Corporation shall determine;

4. To act as principal, agent, escrow agent, broker, dealer, factor, jobber, commission merchant or in any representative capacity in transacting any business authorized herein;

5. To borrow or raise monies for any of the purposes of the Corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, convertible or non-convertible, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledgee, conveyance or assignment in trust of the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes;

6. To enter into, make, perform and carry out contracts of every sort and kind, for any lawful purpose, with any person, firm, association or corporation, whether public, private or municipal or body politic, and with the Government of the United States or any state, territory or colony thereof, or any foreign government;

7. To enter into any lawful arrangement for profit sharing, reciprocal concession or cooperation, with any corporation, association, partnership, syndicate,

entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on of any business or transactions deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation;

8. To purchase, insofar as the same may be done without impairing the state capital of the Corporation, and to hold, pledge and reissue shares of its own capital stock; but such shares so acquired and held shall not be entitled to vote, either directly or indirectly, nor to receive dividends.

9. To purchase, or in any manner acquire, to own and hold, receive and dispose of the income from, to guarantee, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, and to exercise all of the rights of individual natural persons with respect to any bonds, securities and evidences of indebtedness of, or shares of stock in, any corporation or joint stock company of any state, territory or country, and while the owner of said stock, to exercise all of the rights, powers, privileges of ownership, including the right to vote thereon;

10. To purchase, incorporate and/or cause to be merged, consolidated, reorganized or liquidated, and to promote, take charge of and aid, in any way permitted by law, the incorporation, merger, consolidation or liquidation of any corporation, association or entity;

11. To conduct business in all states and the District of Columbia, the territories, possessions and dependencies of the United States and in any or all foreign countries, to have one or more offices out of the State of Missouri, and to hold, purchase, lease, let, mortgage and convey real and personal property out of said state as well as therein;

12. To do any and everything necessary or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein above enumerated, either for itself or as agent for any person, firm or corporation, either alone or in association with other corporations, or with any firm or individual; to engage in any other lawful business or operation deemed advantageous or desirable, and to do any and everything incidental to, growing out of, or germane to any of the foregoing purposes or objects, and to have and exercise all of the powers and rights conferred by the laws of the State of Missouri upon corporations formed under the Act hereinabove referred to, and all acts amendatory thereto and supplemental thereto, it being expressly provided that the foregoing clauses shall be construed both as objects and powers

and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Missouri and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner in general powers of this corporation;

13. The objects and purposes specified in the foregoing clauses of this Article VIII shall, except where otherwise expressed, be in no way limited or restricted by reference or to inference from the terms of any other clause of this or any other Article of this Certificate of Incorporation, and shall be construed as powers as well as objects and purposes.

ARTICLE IX

The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions for shares.

ARTICLE XI

Each director or officer, or former director or officer of this Corporation, and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such director or officer; and any person who, at the request of this Corporation, served as director or officer of another Corporation in which this Corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by this Corporation; provided that in neither case shall the Corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter it shall be determined by a committee of three persons appointed by the shareholders at a duly called special

meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any other such matter, the Board of Directors or committee appointed by shareholders, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 8th day of March, 1995.

George A. Peenenger
GEORGE A. PEENENGER
John A. Dupuy
JOHN A. DUPUY

State of Missouri)
) SS
County of Boone)

I, CHARLES E. HARRELSON, a Notary Public, do hereby certify that on this 8th day of MARCH, 1995, personally appeared before me GEORGE A. PEENENGER (and JOHN A. DUPUY), who being by me first duly sworn, (severally) declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

(Notarial Seal)

Charles E. Harrelson
Notary Public

My commission expires Sept 19, 1996

FILED AND CERTIFICATION OF
INCORPORATION ISSUED
MAR 09 1995

Rebecca McDowell Cook
SECRETARY OF STATE



State of Missouri

Rebecca McDowell Cook, Secretary of State
P.O. Box 778, Jefferson City, MO 65102
Corporation Division

#5199
\$100.00
90.00 OK
10.00 CAS

Statement of Change of Registered Agent and/or
Registered Office
By a Foreign or Domestic For Profit or Nonprofit Corporation

- Instructions
1. This form is to be used by either a for-profit or nonprofit corporation to change either or both the name of its registered agent and/or the address of its existing registered agent.
2. There is a \$10.00 fee for filing this statement. It must be filed in DUPLICATE.
3. P.O. Box may only be used in conjunction with a physical street address.
4. Agent and address must be in the State of Missouri.
5. The corporation may not act as its own agent.

Charter No. 00408471

(1) The name of the corporation is: Socket Internet Services Corp.

(2) The address, including street and number, of its present registered office (before change) is:
607 E. Jackson Street Columbia, MO 65203
Address City/State/Zip

(3) The address, including street and number, of its registered office is hereby changed to:
29 S. 9th Street, P.O. Box 7085, Columbia, MO 65205-7085
Address (P.O. Box may only be used in conjunction with a physical street address) City/State/Zip

(4) The name of its present registered agent (before change) is: George A. Pfenger

(5) The name of the new registered agent is: George A. Pfenger

Authorized signature of new registered agent must appear below:

George A. Pfenger
(May attach separate originally executed written consent to this form in lieu of this signature)

(6) The address of its registered office and the address of the office of its registered agent, as changed, will be identical.

In affirmation of the facts stated above,

George A. Pfenger
(Authorized signature of officer or, if applicable, chairman of the board)

President
(Title)

George A. Pfenger
(Printed Name)

FILED

6-22-99
(Date of Signature)

JUL 16 1999

No. 00408471

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

WHEREAS,

SOCKET HOLDINGS CORPORATION

Formerly,

SOCKET INTERNET SERVICES CORPORATION

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 9th day of JULY, 2001.

A handwritten signature in cursive script that reads "Matt Blunt".

Secretary of State

\$25.00

