

07-09-2002



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OMB 0651-0027

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

7.3.02
FINANCE SECTION

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

- New 7.3.02
- 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
- 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 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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01 FC:481
02 FC:482

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002540 FRAME: 0509

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"/>	<input type="text"/>	<input type="text"/>
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<input checked="" type="checkbox"/> 2,244,462	<input type="checkbox"/> 2,331,582	<input type="text"/>
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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.

Kristine M. Miller

7/3/2002

Name of Person Signing

Signature

Date Signed

*TRC
1999/10/27/08 ✓
TRC
1999/12/29/04 ✓
Gail ✓*

**ARTICLES OF MERGER
PUBNETICS, INC.
(A COLORADO CORPORATION)
AND
REALLEGAL.COM, INC.
(A DELAWARE CORPORATION)**

FILED
DONETTA DANTONSON
COLORADO SECRETARY OF STATE

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\$ 75.00
SECRETARY OF STATE
01-04-2000 14:52:26

To the Secretary of State of
the State of Colorado

Pursuant to Section 7-111-105 of the Colorado Business Corporation Act, the undersigned corporation hereby submits the following Articles of Merger in respect of the merger of PubNETics, Inc., a Colorado corporation ("PUBNETICS"), into RealLegal.com, Inc., a Delaware corporation ("REALLEGAL").

1. An Agreement and Plan of Merger (the "Agreement") by and among PUBNETICS and REALLEGAL, attached hereto as Exhibit A and incorporated herein by reference, was approved by the Boards of Directors of PUBNETICS and REALLEGAL, and the shareholders of PUBNETICS, and the stockholders of REALLEGAL, in the manner prescribed by the laws under which each such corporation was incorporated. The Agreement provides, among other things, that, at the Effective Date (as defined in paragraph 4 below):

- (i) PUBNETICS shall be merged with and into REALLEGAL, with REALLEGAL continuing its existence as the surviving corporation (the "Surviving Corporation");
- (ii) Each share of common stock of PUBNETICS issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger, be converted into three shares of common stock of the Surviving Corporation; and
- (iii) Each share of Series A Preferred Stock of PUBNETICS issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger, be converted into three shares of Series A Preferred Stock of the Surviving Corporation; and
- (iv) Each share of Series B Preferred Stock of PUBNETICS issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger, be converted into three shares of common stock of the Surviving Corporation; and
- (v) Each share of common stock of REALLEGAL issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger, be cancelled.

2. The number of votes cast for the Agreement and Plan of Merger by each voting group of PUBNETICS entitled to vote separately on the merger was sufficient for approval of the voting group.

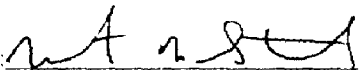
3. The number of votes cast for the Agreement and Plan of Merger by each voting group of REALLEGAL entitled to vote separately on the merger was sufficient for approval of the voting group.

4. The effective time and date in the State of Colorado of the merger provided for herein shall be the date these Articles of Merger are filed with the Secretary of State of the State of Colorado (the "Effective Date").

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IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed by its officers thereunto duly authorized as of this 3 day of January, 2000.

REALLEGAL.COM, INC.
a Delaware corporation

By 
Martin Steinberg President

ATTEST:



Michael O'Donnell, Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

**AGREEMENT
AND
PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER dated as of the ____ day of January, 2000 (this "Agreement"), is between PubNETics, Inc., a Colorado corporation ("PubNETics"), and RealLegal.com, Inc., a Delaware corporation ("RealLegal"). PubNETics and RealLegal are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. PUBNETICS is a corporation duly organized and existing under the laws of the State of Colorado and has a total authorized capital stock of 4,000,000 shares. The number of shares of Common Stock authorized to be issued is 3,000,000, no par value per share. The number of shares of Preferred Stock authorized to be issued is 1,000,000, no par value per share, 609,098 of which are designated Series A Preferred Stock and 390,902 of which are designated Series B Preferred Stock. As of the date hereof and before giving effect to the transactions contemplated hereby, 883,914 shares of Common Stock were issued and outstanding, 609,098 shares of Series A Preferred Stock were outstanding and 249,221 shares of Series B Preferred Stock were outstanding.

B. REALLEGAL is a corporation duly organized and existing under the laws of the State of Delaware and has a total authorized capital stock of 100,000 shares. The number of shares of Common Stock authorized to be issued is 100,000, par value \$0.001 per share. As of the date hereof and before giving effect to the transactions contemplated hereby, 100 shares of Common Stock were issued and are outstanding.

C. The Board of Directors of PUBNETICS has determined that, for the purpose of effecting the reincorporation of PUBNETICS in the State of Delaware, it is advisable and in the best interests of PUBNETICS that PUBNETICS merge with and into REALLEGAL upon the terms and conditions herein provided.

D. The respective Boards of Directors of PUBNETICS and REALLEGAL have approved this Agreement and PUBNETICS has directed that this Agreement be submitted to a vote of its shareholders.

E. REALLEGAL is a wholly-owned subsidiary of PUBNETICS.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, PUBNETICS and REALLEGAL hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE 1 The Merger

1.1 Merger

In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the Colorado Business Corporations Act, PUBNETICS shall be merged with and into REALLEGAL (the "Merger"), the separate existence of PUBNETICS shall cease and REALLEGAL shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be RealLegal.com, Inc.

1.2 Filing and Effectiveness

The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the Board of Directors of REALLEGAL and by the Board of Directors and shareholders of PUBNETICS in accordance with the requirements of the Colorado Business Corporation Act and the General Corporation Law of the State of Delaware;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed Articles of Merger meeting the requirements of the Colorado Business Corporation Act shall have been filed with the Secretary of State of the State of Colorado.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger

Upon the Effective Date of the Merger, the separate existence of PUBNETICS shall cease and REALLEGAL, as the Surviving Corporation (i) shall continue to possess all of the assets, rights, powers and property of REALLEGAL as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by the Board of Directors of REALLEGAL and the Board of Directors of PUBNETICS, (iii) succeed, without other transfer, to all of the assets, rights, powers and property of PUBNETICS in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware, (iv) shall continue to be subject to all of the debts, liabilities and obligations of PUBNETICS as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of PUBNETICS in the same manner as if REALLEGAL had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware and the Colorado Business Corporations Act.

ARTICLE 2

Charter Documents, Directors and Officers

2.1 Certificate of Incorporation

The Certificate of Incorporation of REALLEGAL as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws

The Bylaws of REALLEGAL as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers

The directors and officers of REALLEGAL immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

ARTICLE 3
Manner of Conversion of Stock

3.1 PUBNETICS Shares

Upon the Effective Date of the Merger, (i) each share of PUBNETICS Common Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for three (3) fully paid and nonassessable shares of Common Stock, par value \$0.001 per share, of the Surviving Corporation, (ii) each share of PUBNETICS Series A Preferred Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for three (3) fully paid and nonassessable shares of Series A Preferred Stock, \$.001 of the Surviving Corporation, (iii) each share of PUBNETICS Series B Preferred Stock, no par value, issued and outstanding immediately prior thereto shall by virtue of the merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for three (3) fully paid and nonassessable shares of Series B Preferred Stock, \$.001 of the Surviving Corporation, and (ii) all shares of the Surviving Corporation Common Stock held by PUBNETICS shall be surrendered to REALLEGAL and such shares shall be immediately cancelled. The rights, privileges, preferences, limitations and designations of PUBNETICS Series A Preferred Stock and PUBNETICS Series B Preferred Stock shall be identical to the rights, privileges, preferences, limitations and designations of the Series A Preferred Stock and the Series B Preferred Stock in all respects.

3.2 Surrender of Certificates

(a) Each certificate, if any, which immediately prior to the Effective Date of the Merger represented shares of capital stock of PUBNETICS shall be surrendered to REALLEGAL at the Effective Date or as soon as practicable thereafter. Such certificates shall be exchanged for certificates evidencing and representing ownership of the number of shares of capital stock of REALLEGAL into which said shares of capital stock of PUBNETICS shall have been converted at the Effective Date of the Merger.

(b) If any certificate representing stock of PUBNETICS is to be issued in a name other than that in which a surrendered certificate theretofore representing stock of PUBNETICS is registered, it shall be a condition of such issuance that the surrendered certificate shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall either pay to REALLEGAL or its transfer agents any transfer or other taxes required by reason of the issuance of a certificate or certificates representing REALLEGAL stock in a name other than that of the registered holder of the certificate so surrendered or establish to the satisfaction of REALLEGAL or its transfer agents that such tax has been paid or is not applicable.

ARTICLE 4
Miscellaneous

4.1 Further Assurances

From time to time, as and when required by PUBNETICS or by its successors or assigns, there shall be executed and delivered on behalf of PUBNETICS such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by REALLEGAL the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of PUBNETICS and otherwise to carry out the purposes of this Agreement, and the officers and directors of PUBNETICS are fully authorized in the name and on behalf of PUBNETICS or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment

At any time before the Effective Date of the merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either REALLEGAL or of PUBNETICS, or of both, notwithstanding the approval of this Agreement by the shareholders of PUBNETICS

4.3 Amendment

The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (ii) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation

4.4 Registered Office

The registered office of the Surviving Corporation in the State of Delaware is 1013 Centre Road, Wilmington, Delaware 19805 and the Corporation Service Company is the registered agent of the Surviving Corporation at such address.

4.5 Agreement

Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 6000 East Evans, Bldg 3, Suite 400, Denver, CO 80222, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.6 Governing Law

This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Colorado.

4.7 Counterparts

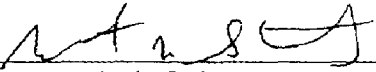
In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

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A. This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation.

B. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the Board of Directors and the stockholders of the Corporation.

IN WITNESS WHEREOF, RealLegal.com, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by its President in Denver, Colorado this 3rd day of January, 2000

By: 
Name: Martin Steinberg
Title: President