

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
Internet Commodity Exchange Corp.

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

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

2. Name and address of receiving party(ies)
Name: Seaboard Software Innovations, Inc.
Internal Address: _____
Street Address: 9000 W. 67th St., P.O. Box 2972
City: Shawnee Mission State: Kansas Zip: 66201

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

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

Execution Date: May 6, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
N/A

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,558,431 2,506,545 2,539,905
2,522,264 2,442,215 2,530,330
2,541,841

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Timothy J. Feathers
Internal Address: Stinson Morrison Hecker LLP
Street Address: 1201 Walnut, Suite 2800
City: Kansas City State: Missouri Zip: 64106-2150

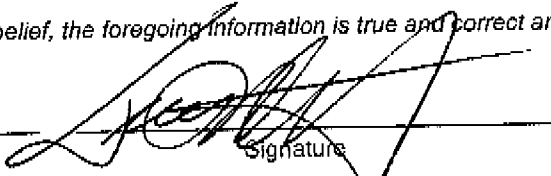
6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41)..... \$ 190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-4409
(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.

Timothy J. Feathers  1/27/03
Name of Person Signing Signature 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

TRADEMARK
REEL: 002601 FRAME: 0118

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"INTERNET COMMODITY EXCHANGE CORP.", A KANSAS CORPORATION, WITH AND INTO "SEABOARD SOFTWARE INNOVATIONS, INC." UNDER THE NAME OF "SEABOARD SOFTWARE INNOVATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MAY, A.D. 2002, AT 12 O'CLOCK P.M.

C



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2220758

DATE: 01-23-05
REEL: 002601 FRAME: 0119

TRADEMARK

**CERTIFICATE OF OWNERSHIP AND MERGER
BY AND BETWEEN
INTERNET COMMODITY EXCHANGE CORP.
and
SEABOARD SOFTWARE INNOVATIONS, INC.**

Pursuant to the provisions of The General Corporation Law of the state of Delaware and the General Corporation Code of Kansas, the undersigned corporation certifies the following:

1. INTERNET COMMODITY EXCHANGE CORP., a Kansas Corporation ("ICE"), is hereby merged (the "Merger") with and into SEABOARD SOFTWARE INNOVATIONS, INC., a Delaware corporation ("SSI", and, together with ICE, the "Constituent Parties", each individually, a "Constituent Party").
2. SSI is the surviving corporation (the "Surviving Corporation") in the Merger.
3. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by ICE and SSI.
4. The Certificate of Incorporation of SSI shall constitute the Certificate of Incorporation of the Surviving Corporation.
5. The executed Plan of Merger is on file at the office of the Surviving Corporation at 9000 West 67th Street, P.O. Box 2972, Shawnee Mission, KS 66201, and a copy of the executed Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Party.
6. The authorized capital stock of SSI is 1,000 shares, consisting of 1,000 shares of Common Stock having a par value of \$0.10 per share.
7. As set forth in the Plan of Merger, the effective date of the Merger (the "Effective Date") shall be May 6, 2002, for accounting purposes only.
8. A copy of the resolution of the SSI Board of Directors approving the Merger adopted May 6, 2002, is attached hereto and incorporated herein as Exhibit A.

The undersigned has executed this Certificate of Ownership and Merger this 6th day of May, 2002, on behalf SSI, a Delaware corporation, and affirms that the same is the act and deed of said SSI and the facts stated therein are true.

SEABOARD SOFTWARE INNOVATIONS, INC., a Delaware Corporation

By: 
Steve J. Bresky
President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:00 PM 05/30/2002
020344083 - 3497893

EXHIBIT A

WHEREAS, Seaboard Software Innovations, Inc. (the "Corporation") owns at least 90% of the total issued and outstanding shares of stock ("ICE Stock") of Internet Commodity Exchange Corp., a Kansas Corporation ("ICE");

WHEREAS, the Board of Directors of the Corporation deems it advisable to merge ICE into the Corporation pursuant to a "short form" merger under Chapter 1, Subchapter IV, Section 243 of the General Corporation Law of Delaware in order that the properties and business of ICE shall be owned and operated by the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation does hereby adopt and approve the Plan of Merger between the Corporation and ICE, attached hereto as Exhibit A (the "Merger Agreement"), whereby minority shareholders of ICE will receive cash equal to the par value of their ICE Shares (\$0.01 per share) in lieu of stock of the Corporation and their ICE Stock shall be cancelled and cease to exist, and the majority shareholder of ICE shall be the only shareholder of the Corporation, and its ICE Stock shall be cancelled and cease to exist, with no issuance of shares of the corporation or payment of cash in exchange therefor, and the Corporation shall be the survivor of the merger;

FURTHER RESOLVED, that, upon approval of the Merger Agreement by the Board of Directors of ICE, the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered to enter into, execute and deliver the Merger Agreement for, in the name of and on behalf of the Corporation;

FURTHER RESOLVED, that, upon execution of the Merger Agreement by an appropriate officer of ICE, the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered to execute the Certificate and Ownership of Merger, attached hereto as Exhibit B, and deliver the same to the Secretary of State of Delaware;

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered to do, or cause to be done, all such acts and things and to execute and deliver, or cause to be executed and delivered, all such documents, instruments and certificates for, in the name of and on behalf of the Corporation as such officers may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the corporation under the Merger Agreement.