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

Tab settings

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

1. Name of conveying party(ies): Partners Online, Inc., an Arizona corporation. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State AZ, and Other. Execution Date: August 2, 2000.

2. Name and address of receiving party(ies): Intesource, Inc. Internal Address: 2850 E. Camelback Rd., #110. City: Phoenix State: AZ Zip: 85016. Includes checkboxes for citizenship and partnership types.

3. Nature of conveyance: Merger. Includes checkboxes for Assignment, Security Agreement, Other, and Change of Name.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/086,578. B. Trademark Registration No.(s). Includes checkboxes for additional numbers attached.

6. Total number of applications and registrations involved: 1. Includes checkboxes for Enclosed and Authorized to be charged to deposit account.

5. Name and address of party to whom correspondence concerning document should be mailed: Karen L. Liepmann, Esq., 2575 East Camelback Road, Phoenix, AZ 85016.

7. Total fee (37 CFR 3.41): \$ 40.00. 8. Deposit account number.

DO NOT USE THIS SPACE

9. Signature: Karen L. Liepmann, Esq., Attorney of Record. Signature: [Handwritten Signature] Date: June 30, 2003. Total number of pages including cover sheet, attachments, and document: 4.

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

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TRADEMARK REEL: 002773 FRAME: 0332

STATE OF ARIZONA  
ACC/FAX  
DATE DELIVERED

AUG 02 2000

ED 1/2/2000  
RM TIME  
*Kevin D...*

CERTIFICATE OF MERGER  
OF

PARTNERS ONLINE, INC., 0867033-5  
INTO

INTESOURCE, INC. (No Record/M-0959594-5

(UNDER SECTION 253(a) OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)

(UNDER SECTION 10-1105 OF THE  
ARIZONA BUSINESS CORPORATION ACT)

Intesource, Inc., a corporation organized and existing under the laws of the State of Delaware, and Partners Online, Inc., a corporation organized and existing under the laws of the State of Arizona, each do hereby certify that

**FIRST:** The name and state of incorporation of each of the constituent corporations are:

- (a) Partners Online, Inc., an Arizona corporation; and
- (b) Intesource, Inc., a Delaware corporation.

**SECOND:** All of the issued and outstanding shares of capital stock of Intesource, Inc. are owned by Partners Online, Inc.

**THIRD:** A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 253(a) of the General Corporation Law of Delaware and Section 10-1105 of the Arizona Business Corporation Act.

**FOURTH:** The name of the surviving corporation is Intesource, Inc., a Delaware corporation (the "Surviving Corporation").

**FIFTH:** The certificate of incorporation of Intesource, Inc. shall be the certificate of incorporation of the Surviving Corporation.

**SIXTH:** The Surviving Corporation is a corporation of the State of Delaware.

**SEVENTH:** A true and correct copy of resolutions of the Board of Directors of the Surviving Corporation authorizing the merger described herein, adopted by Written Consent in Lieu of a Meeting of the Board of Directors on July 29, 2000, are attached hereto as Exhibit "A," as required by Section 253(a) of the General Corporation Law of the State of Delaware.

**EIGHTH:** The executed Plan and Agreement of Merger is on file at the principal place of business of the Surviving Corporation at 1400 East Southern Avenue, Suite 710, Tempe, Arizona 85282.

**NINTH:** A copy of the Plan and Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Intesource, Inc. or Partners Online, Inc.

**TENTH:** Pursuant to Section 10-1105 of the Arizona Business Corporation Act, a copy of the Plan and Agreement of Merger will be filed with the Arizona Corporation Commission contemporaneously with filing the Certificate of Merger with the Delaware Secretary of State.

**ELEVENTH:** The registered office of the Surviving Corporation in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Surviving Corporation's registered agent is The Corporation Trust Company.

**TWELFTH:** The authorized capital stock of Partners Online, Inc. is 100,000,000 shares of common stock, \$0.01 par value. The authorized capital stock of Intesource, Inc. is 80,000,000 shares of common stock, \$0.01 par value, and 40,000,000 shares of preferred stock, \$0.01 par value.

**THIRTEENTH:** The stockholders of Partners Online, Inc. approved the Plan and Agreement of Merger as of the 29th day of July, 2000. The Plan and Agreement of Merger was not required to be submitted to or approved by the stockholders of Intesource, Inc. pursuant to Section 253(a) of the General Corporation Law of the State of Delaware.

**FOURTEENTH:** The number of shares of Partners Online, Inc. outstanding is as follows:

Corporation	Series	Number of Outstanding Shares
Partners Online, Inc.	Common	26,209,500

**FIFTEENTH:** The number of votes cast for and against the merger by the stockholders of the constituent corporations is as follows:

Corporation	Series	For	Against	Abstained
Partners Online, Inc.	Common	25,175,000	1,034,500	0

IN WITNESS WHEREOF, the undersigned officers, for and on behalf of their respective corporations, have executed this Certificate of Merger this 29<sup>th</sup> day of July, 2000, and hereby acknowledge, under penalties of perjury, that this Certificate of Merger is the act and deed of their respective corporations and that the facts stated in this Certificate of Merger are true.

Intesource, Inc., a Delaware corporation

By: 

Name: Oren Davis

Title: President

Partners Online, Inc., an Arizona corporation

By: 

Name: Oren Davis

Title: President

**CERTIFICATE OF UNITED STATES MAILING – FIRST CLASS MAIL**

I hereby certify that this document (and all documents referred as being attached or enclosed) is being deposited with the United States mail service, Priority Mail, on June 30, 2003, and addressed to: Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20231.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any trademark registration issued thereon.

  
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Jiff Gastley, Legal Secretary

Karen L. Liepmann, Esq.  
Gallagher & Kennedy  
2575 East Camelback Road, 11<sup>th</sup> Floor  
Phoenix, Arizona 85016-9225

RECEIPT ACKNOWLEDGED FOR THE FOLLOWING DOCUMENTS  
VIA U.S. MAIL, PRIORITY MAIL

1. Transmittal Letter
2. Check in the amount of \$40.00
3. PTO Form 1594 – change of name and address
4. Postcard (stamped, self-addressed) to confirm receipt

Applicant: Intesource, Inc.

Mark: INTESOURCE

KLL/BHH/jg

June 30, 2003

File No. 11720-0003