

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EMPower Corporation		12/30/1999	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	emPower Acquisition, Inc.
Street Address:	117 Morris Street
City:	Sebastopol
State/Country:	CALIFORNIA
Postal Code:	95472
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	75669591	EMPOWER
Serial Number:	75669586	EMPOWER

CORRESPONDENCE DATA

Fax Number: (510)832-1486
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 510-451-0544
 Email: jeanne@donahue.com
 Correspondent Name: Jeanne M. Hammond
 Address Line 1: 300 Lakeside Drive, Suite 1900
 Address Line 4: Oakland, CALIFORNIA 94612

NAME OF SUBMITTER:	Jeanne M. Hammond
Signature:	/Jeanne M. Hammond/

OP \$65.00 75669591

Date:

02/14/2006

Total Attachments: 9

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Agreement of Merger
of emPower Acquisition, Inc.,
a California Corporation
and
EMPower Corporation,
a Massachusetts Corporation

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 30 1999

BILL JONES, Secretary of State

This Agreement of Merger (the "Agreement"), is made and entered into as of December 30, 1999 by and between EMPower Corporation, a Massachusetts corporation ("EMPower") and emPower Acquisition, Inc., a California corporation ("Merger Sub" and together with EMPower, the "Constituent Corporations") and a wholly owned subsidiary of Zapworld.com, Inc., a California corporation ("Parent").

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, and intending to be legally bound hereby, EMPower, Parent and Merger Sub hereby agree as follows:

ARTICLE I
THE MERGER

1.1 The Merger. At the Effective Time (as defined in Section 1.2) and subject to and upon the terms and conditions of this Agreement and the applicable provisions of the California General Corporation Law ("California Law") and the Massachusetts Business Corporation Law ("Massachusetts Law"), EMPower shall be merged with and into Merger Sub, the separate corporate existence of EMPower shall cease and Merger Sub shall continue as the surviving corporation and as a wholly-owned subsidiary of Parent. The surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation."

1.2 Filing and Effectiveness. This Agreement, together with the Officers' Certificates of each of the Constituent Corporations required by California Law (the "Officers' Certificates"), shall be filed with the Secretary of State of the State of California at the time specified in the Reorganization Agreement. This Agreement will also be filed with the Secretary of State of the Commonwealth of Massachusetts in accordance with the relevant provisions of Massachusetts Law. The Merger shall become effective upon the filing of this Agreement and the Officers' Certificates with the Secretary of State of the State of California (the "Effective Time").

1.3 Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, and the applicable provisions of California Law and Massachusetts Law, without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all property, rights, privileges, powers and franchises of EMPower shall vest in the Surviving

TRADEMARK

REEL: 003247 FRAME: 0356

Corporation, and all debts, liabilities and duties of EMPower shall become the debts, liabilities of the Surviving Corporation.

1.4 Articles of Incorporation/Bylaws. The Articles of Incorporation of the Merger Sub shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Articles. The Bylaws of Merger Sub, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended.

**ARTICLE II
MISCELLANEOUS**

2.1 Termination of Agreement and Plan of Reorganization. Notwithstanding the approval of this Agreement by the shareholders of Merger Sub and EMPower, this Agreement shall terminate forthwith in the event that the Reorganization Agreement shall be terminated as therein provided.

2.3 Amendment. This Agreement may be amended by the parties hereto at any time before or after approval hereof by the shareholders of either Merger Sub or EMPower, but, after any such approval, no amendment will be made which requires, under the applicable provisions of California law, the further approval of shareholders without obtaining such further approval. This Agreement shall not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

2.4 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one agreement.

2.5 Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect by the laws of the State of California.

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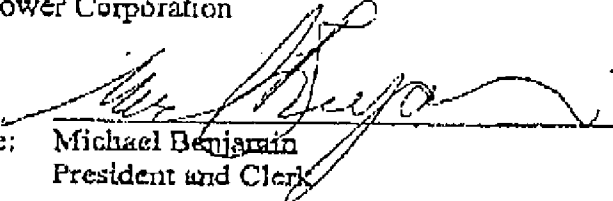
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IN WITNESS WHEREOF, the parties have executed this Agreement.

EMPower Corporation

By: 
Name: Michael Benjamin
Title: President and Clerk

emPower Acquisition, Inc.

By: _____
Name: Gary Starr
Title: President

By: _____
Name: William Evers
Title: Assistant Secretary


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IN WITNESS WHEREOF, the parties have executed this Agreement.

EMPower Corporation

By: _____
Name: Michael Benjamin
Title: President and Clerk

emPower Acquisition, Inc.

By: 
Name: Gary Starr
Title: President

By: _____
Name: William Evers
Title: Assistant Secretary

IN WITNESS WHEREOF, the parties have executed this Agreement.

EMPower Corporation

By: _____
Name: Michael Benjamin
Title: President and Clerk

emPower Acquisition, Inc.

By: _____
Name: Gary Starr
Title: President

By: William A. Evers
Name: William Evers
Title: Assistant Secretary

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**The Commonwealth of Massachusetts
William Francis Galvin**

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

EMPOWER CORPORATION Summary Screen



Help with this form

Request a Certificate

The exact name of the Domestic Profit Corporation: EMPOWER CORPORATION

Entity Type: Domestic Profit Corporation

Identification Number: 043255391

Old Federal Employer Identification Number (Old FEIN): 000483034

Date of Organization in Massachusetts: 12/01/1994

Current Fiscal Month / Day: 12 / 31

Previous Fiscal Month / Day: 00 / 00

The location of its principal office in Massachusetts:

No. and Street: 25 FIRST ST.
City or Town: CAMBRIDGE State: MA Zip: 02141 Country: USA

If the business entity is organized wholly to do business outside Massachusetts, the location of that office:

No. and Street:
City or Town: State: Zip: Country:

The name and address of the Registered Agent:

Name:
No. and Street:
City or Town: State: Zip: Country:

The officers and all of the directors of the corporation:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	MICHAEL H. BENJAMIN	6 WALLEY HILL RD., DOVER, MA USA 6 WALLEY HILL RD., DOVER, MA USA	
TREASURER	PAUL H. STAELIN	82 MYRTLE ST., #3, BOSTON, MA 02114 USA 82 MYRTLE ST., #3,	

SECRETARY	PAUL H. STAELIN	BOSTON, MA 02114 USA 82 MYRTLE ST., #3, BOSTON, MA 02114 USA 82 MYRTLE ST., #3, BOSTON, MA 02114 USA
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business entity stock is publicly traded:

The total number of shares and par value, if any, of each class of stock which the business entity is authorized to issue:

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding Num of Shares
		Num of Shares	Total Par Value	

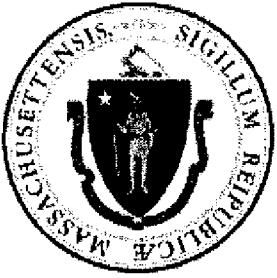
No Stock Information available online. Prior to August 27, 2001, records can be obtained on microfilm.

Consent
 Manufacturer
 Confidential Data
 Does Not Require Annual Report
 Partnership
 Resident Agent
 For Profit
 Merger Allowed

Select a type of filing from below to view this business entity filings:

- ALL FILINGS
- Administrative Dissolution
- Annual Report
- Application For Revival
- Articles of Amendment

Comments



The Commonwealth of Massachusetts
William Francis Galvin

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-
1512
Telephone: (617) 727-9640

Detail Record - Display Page

Type of Filing: Articles of Merger - Domestic and Domestic

Fiche Index: 99687214

Fiche Pages: 4

Submit Date: 12/30/99

Approval Date: 12/30/99

Clerk Name:

Attorney Name:

Comments: Miscellaneous Amendment - Merger . MERGED OUT OF EXISTENCE IN A SECTION 79 MERGER WITH EMPOWER ACQUISITION, INC.A CALIFORNIA CORPORATION, NOT REGISTERED.

Payment Information not available.

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