

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/12/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UCCnet Acquisition Corporation, Inc.		08/11/2005	nonprofit corporation: DELAWARE

RECEIVING PARTY DATA

Name:	1SYNC, Inc.
Street Address:	1009 Lenox Drive
Internal Address:	Sutie 202
City:	Lawrenceville
State/Country:	NEW JERSEY
Postal Code:	08648
Entity Type:	nonprofit corporation: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78695213	1SYNC
Serial Number:	78687467	1SYNC

CORRESPONDENCE DATA

Fax Number: (215)563-4044
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2155634100
 Email: rherrell@ddhs.com
 Correspondent Name: Roger W. Herrell
 Address Line 1: 1601 Market Street
 Address Line 2: Suite 2400
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	GS1 US - 1SYNC MARKS
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NAME OF SUBMITTER:	Roger W. Herrell, Esq.
Signature:	/Roger W. Herrell/
Date:	03/09/2006
Total Attachments: 5 source=1SYNC - Filed Certificate and Agreement ot Merger#page1.tif source=1SYNC - Filed Certificate and Agreement ot Merger#page2.tif source=1SYNC - Filed Certificate and Agreement ot Merger#page3.tif source=1SYNC - Filed Certificate and Agreement ot Merger#page4.tif source=1SYNC - Filed Certificate and Agreement ot Merger#page5.tif	

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:55 AM 08/12/2005
FILED 09:55 PM 08/12/2005
SRV 050666708 - 3065655 FILE

**CERTIFICATE OF MERGER
OF
UCCNET ACQUISITION CORP.
AND
UCCNET, INC.**

Pursuant to Section 255 of the General Corporation Law of the State of Delaware the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies:

1. The constituent nonprofit corporations participating in the merger herein certified are:

(i) UCCnet Acquisition Corp., a nonprofit corporation incorporated under the laws of the State of Delaware; and

(ii) UCCnet, Inc., a nonprofit corporation incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved and executed by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is UCCnet, Inc., which will continue its existence as said surviving corporation under the name 1SYNC, Inc., upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of UCCnet, Inc. is to be amended and changed by reason of the merger herein certified by the deletion of Article 1 therein and the addition of a new Article 1 to read in full as follows:

" 1. The name of the Corporation is: 1SYNC, Inc."

and said Certificate of Incorporation as so amended shall continue to be the Certificate of Incorporation of the aforesaid surviving corporation until further amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. An executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

1009 Lenox Drive
Suite 202
Lawrenceville, NJ 08648

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6. A copy of the Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any member of the aforesaid constituent corporations.

7. That effective time of the merger shall be upon filing.

11 IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the day of August, 2005.

UCCNET, INC.

By 

Clement D. Erhardt, III
Vice President

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER is made this 11 day of August, 2005 by and between UCCnet Acquisition Corp., a Delaware nonprofit corporation ("UCCnet Acquisition") and UCCnet, Inc., a Delaware nonprofit corporation (the "Corporation").

WITNESSETH:

WHEREAS, the respective Boards of Directors of UCCnet Acquisition and the Corporation deem it advisable that UCCnet Acquisition merge with and into the Corporation; and

WHEREAS, the Corporation filed its Certificate of Incorporation in the office of the Secretary of State of Delaware on July 6, 1999; and

WHEREAS, the UCCnet Acquisition filed its Certificate of Incorporation in the office of the Secretary of State of Delaware on July 8, 2005.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein and other good and valuable consideration, the parties hereto, intending to be legally bound, hereby agree as follows:

1. The Merger; Surviving Corporation. Upon the filing of Certificate of Merger with the Secretary of State of Delaware by UCCnet Acquisition and the Corporation (the "Effective Date"), UCCnet Acquisition shall be merged with and into the Corporation, with the Corporation continuing its corporate existence under the name 1SYNC, Inc. and being the "Surviving Corporation." From and after the Effective Date, the corporate existence of UCCnet Acquisition will terminate, all its rights, privileges and immunities shall be merged into the Corporation, and the Corporation shall, as the Surviving Corporation, be fully vested therewith.
2. Certificate of Incorporation. The Certificate of Incorporation of UCCnet, Inc. is to be amended and changed by reason of the merger herein certified by the deletion of Article 1 therein and the addition of a new Article 1 to read in full as follows:

" 1. The name of the Corporation is: 1SYNC, Inc."

and said Certificate of Incorporation as so amended shall continue to be the Certificate of Incorporation of the aforesaid surviving corporation until further amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

3. Bylaws. The Bylaws of the Corporation as in effect immediately preceding the Effective Date shall be the Bylaws of the Surviving Corporation.

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4. Officers and Directors. The officers and directors of the Corporation shall be the current officers and directors of the Surviving Corporation.
5. Effect of the Merger. Upon the Effective Date:
 - A. All of the property, real, personal and mixed, and franchises of each of the Corporation and UCCnet Acquisition, and all debts due on whatever account to any of them, shall be deemed transferred to and vested in the Corporation, as the Surviving Corporation, without further action.
 - B. The Corporation, as the Surviving Corporation, shall be responsible for all of the liabilities of the Corporation and UCCnet Acquisition. Liens upon the property of the Corporation shall not be impaired by the Merger and any claim existing or action or proceeding pending by or against the Corporation or UCCnet Acquisition may be prosecuted to judgment as if the Merger had not taken place or the Corporation, as the Surviving Corporation, may be proceeded against or substituted in its place.
6. State Filings. The proper officers of the Corporation and UCCnet Acquisition shall make and execute the appropriate certificate of merger, and such other documents, as are required by the State of Delaware to effect the Merger, and to cause the same to be filed, in the manner provided by law, with the Secretary of State of the State of Delaware.
7. Modification; Abandonment of Merger.
 - A. Upon the authorization of the Boards of Directors of each of UCCnet Acquisition and the Corporation, at any time prior to the Effective Date, notwithstanding approval of this Plan by the members of either or both such corporations, this Plan may be modified and amended in any manner which may be necessary or appropriate to conform it to the requirements of the laws of the State of Delaware.
 - B. This Plan may be terminated and abandoned by the mutual agreement of the Boards of Directors of UCCnet Acquisition and the Corporation at any time prior to the Effective Date notwithstanding approval of this Plan by the members of either or both of such corporations. In the event of such termination upon the mutual agreement of UCCnet Acquisition and the Corporation, this Plan shall be void and have no effect, without any liability on the part of UCCnet Acquisition or the Corporation or their respective members, directors or officers.
8. Further Assurances. At any time and from time to time, each of the parties hereto at the request of any other party hereto and without further consideration, will promptly execute and deliver all such further documents or perform such acts as such party reasonably may request in order to more fully consummate the transactions contemplated herein.
9. Applicable Law. This Agreement of Merger shall be construed in accordance with and governed by the laws of the State of Delaware applicable to agreements made, delivered and to be performed entirely within such State.

10. Parties Bound. All of the terms and provisions of this Agreement of Merger shall be binding upon, inure to the benefit of, and be enforceable by, each of the parties hereto, their respective legal representatives, heirs and, as permitted hereunder, assigns.
11. Headings. Headings in this Agreement of Merger are for convenience only and shall not be used to interpret or construe its provisions.
12. Severability. If any provision of this Agreement of Merger shall be determined to be invalid, illegal or unenforceable, such determination shall not affect the remaining provisions of this Agreement of Merger, all of which shall remain in full force and effect, and shall be enforceable without regard thereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be executed on the day and year first above written.

UCCNET, INC

By: 

Clement D. Erhardt, III
Vice President and Secretary

UCCNET ACQUISITION CORP.

By: 

Clement D. Erhardt, III
Vice President and Secretary