

08-20-1998



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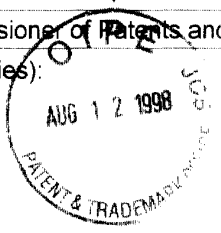
Tab settings

To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):

Cha! Technologies Inc.



2. Name and address of receiving party(ies):

Name: Cha! Technologies Services, Inc.

Internal Address:

Additional names(s) of conveying party(ies)

Yes  No

Street Address: 704 Broadway - 2nd Floor

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

City: New York

State: NY

ZIP: 10003

Execution Date: June 10, 1998

Additional name(s) & address(es)

Yes  No

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

08/816,410

B. Patent No.(s)

Additional numbers

Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anthony R. Barkume, Esq.

Internal Address:

08/18/1998 ISHABAZZ 00000019 08816410

01 FC:581

40.00 OP

Street Address: 14 South Main Street - Suite 200

City: Sayville

State: NY

ZIP: 11782

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(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.

Anthony R. Barkume

August 10, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

4

PATENT

REEL: 9384 FRAME: 0467

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CHA! TECHNOLOGIES INC.", A NEW YORK CORPORATION,  
WITH AND INTO "CHA! TECHNOLOGIES SERVICES, INC." UNDER THE NAME OF "CHA! TECHNOLOGIES SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

2906277 8100M

981290659

AUTHENTICATION: 9218178

DATE: 07-27-98  
PATENT:

REEL: 9384 FRAME: 0468

CERTIFICATE OF MERGER

of

CHA! TECHNOLOGIES INC.  
(a New York corporation)

with and into

CHA! TECHNOLOGIES SERVICES, INC.  
(a Delaware corporation)

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(UNDER SECTION 252 OF THE GENERAL CORPORATION LAW  
OF THE STATE OF DELAWARE)

Pursuant to Section 252 of the General Corporation Law of the State of Delaware, cha! Technologies Services, Inc., a Delaware corporation, hereby certifies to the following information relating to the merger of cha! Technologies Inc., a New York Corporation, with and into cha! Technologies Services, Inc., a Delaware corporation (the "Merger"):

1. The names and states of formation or incorporation of each of the constituent corporations participating in the Merger are:

- (i) cha! Technologies Services, Inc., a Delaware corporation ("cha!-DE"); and
- (ii) cha! Technologies Inc., a New York corporation ("cha!-NY")

2. The Agreement and Plan of Merger, dated as of June 10, 1998, between cha!-NY and cha!-DE (the "Plan of Merger"), setting forth the terms of the Merger, has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware, by cha!-DE in accordance with Section 251 of the General Corporation Law of the State of Delaware, and by each of the constituent corporations in accordance with the laws of the State of New York, including Section 907 of the New York Business Corporation Law.

329154.1

3. The surviving corporation of the Merger is cha!-DE, and the name of the surviving corporation with respect to the Merger is "cha! Technologies Services, Inc."

4. Pursuant to the Plan of Merger, the Certificate of Incorporation of cha!-DE, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Plan of Merger is on file at the principal place of business of cha!-DE, the address of which is as follows:

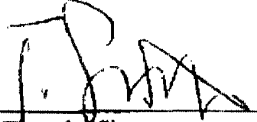
704 Broadway, 2nd Floor  
New York, New York 10003

6. A copy of said Plan of Merger will be furnished by cha!-DE, on request and without cost, to any stockholder of the constituent corporations.

7. The authorized capital stock of cha!-NY consists of 20,000 shares of Common Stock, \$.01 par value.

IN WITNESS WHEREOF, the undersigned does make this Certificate, hereby affirming under penalties of perjury that this Certificate is his act and deed and that the facts stated herein are true, and accordingly has hereunder set his hand, as of this 10th day of June, 1998.

CHAI TECHNOLOGIES SERVICES, INC.  
(a Delaware corporation)

By:   
Timothy Sixtus  
President