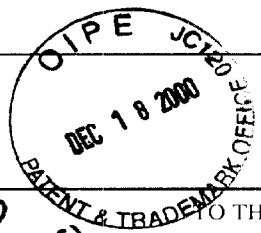


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Attorney Docket Number 10745-004-999

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TO THE HONOR

101580203  
BOX ASSIGNMENT  
Washington, DC 20231

TRADEMARKS

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  IPHC LLC  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies):  Name: <u>WAYBID, INC.</u>  Address: <u>665 Broadway</u> <u>New York, NY 10012</u>  Country (if other than USA): _____
3. Nature of conveyance:  <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  Execution Date: <u>May 8, 2000</u>	4. Application number(s) or patent number(s):  If this document is being filed together with a new application, the execution date of the application is: _____  A. Patent Application No.(s) <u>09/440,584,</u> <u>filed November 15, 1999</u>  B. Patent No.(s) _____  Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5. Name and address of party to whom correspondence concerning document should be mailed:  PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036	6. Number of applications and patents involved: <u>1</u>  7. Total fee (37 CFR 3.41):.....S <u>40.00</u> Please charge to the deposit account listed in Section 8.  8. Deposit account number: <u>16-1150</u>

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.

Francis E. Morris 24,615  
Name of Person Signing Reg. No.

*Francis E. Morris*  
Signature

December 18, 2000  
Date

Total number of pages including cover sheet:

2

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignment  
Washington, D.C. 20231



CERTIFICATE OF MERGER

of  
IPHC LLC  
into  
WayBid, Inc.

Pursuant to Sec. 264 of the Delaware General Corporation Law, the undersigned surviving corporation submits the following Certificate of Merger for filing and certifies that:

1. The name and jurisdiction of each constituent entity desiring to merge is:

<u>Name</u>	<u>Jurisdiction</u>
IPHC LLC	Delaware
WayBid, Inc.	Delaware

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law.

3. The name of the surviving corporation is: WayBid, Inc.

4. The Certificate of Incorporation of WayBid, Inc. shall be its Certificate of Incorporation.

5. The agreement of merger is on file at a place of business of the surviving corporation, which is located at 665 Broadway, New York, New York 10012

6. A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of this 8<sup>th</sup> day of May, 2000, and is being filed in accordance with Section 264 of the Delaware General Corporation Law by an authorized person of the surviving corporation in the merger.

WayBid, Inc.

By   
Peter J. Trevisani, President