

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/18/2007

CONVEYING PARTY DATA

Name	Execution Date
Perfect Commerce, Inc.	07/18/2007

RECEIVING PARTY DATA

Name:	Perfect Commerce Acquisition, LLC
Street Address:	2713 Magruder Boulevard, Suite A
City:	Hampton
State/Country:	VIRGINIA
Postal Code:	23666

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	7330826

CORRESPONDENCE DATA

Fax Number: (650)843-4001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Correspondent Name: Morgan Lewis & Bockius LLP
 Address Line 1: 3000 El Camino Real, Suite 700
 Address Line 2: 2 Palo Alto Square
 Address Line 4: Palo Alto, CALIFORNIA 94306

ATTORNEY DOCKET NUMBER:	061747-5000-US
NAME OF SUBMITTER:	Robert B. Beyers

Total Attachments: 11
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CERTIFICATE OF MERGER
OF
PERFECT COMMERCE, INC.,
a Delaware corporation

INTO

PERFECT COMMERCE ACQUISITION, LLC,
a Virginia limited liability company

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the "Law"), the undersigned non-surviving Delaware corporation and the surviving Virginia limited liability company have executed the following Certificate of Merger for filing and certify that:

FIRST: The name of the surviving limited liability company is Perfect Commerce Acquisition, LLC; a Virginia limited liability company, and the name of the corporation being merged into this surviving limited liability company is Perfect Commerce, Inc., a Delaware corporation.

SECOND: The Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

THIRD: The name of the surviving limited liability company is Perfect Commerce Acquisition, LLC.

FOURTH: The merger is to become effective on July 18, 2007.

FIFTH: The Plan of Merger is on file at 2713 Magruder Boulevard, Suite A, Hampton, Virginia 23666, the place of business of the surviving limited liability company, and has been attached as Exhibit A.

SIXTH: A copy of the Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stockholder of the merging corporation.

SEVENTH: The surviving limited liability company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation or limited liability company of Delaware, as well as for enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or

proceeding. The Secretary of State shall mail any such process to the surviving limited liability company at 2713 Magruder Boulevard, Suite A, Hampton, Virginia 23666.

IN WITNESS WHEREOF, this Certificate of Merger has been executed for and on behalf of Perfect Commerce Acquisition, LLC and Perfect Commerce, Inc. as of the 18 day of July, 2007, by their respective authorized officers.

Perfect Commerce Acquisition, LLC,
a Virginia limited liability company

By: George H. Wilson
Name: GEORGE HANCOCK WILSON JR
Title: CEO

Perfect Commerce, Inc.,
a Delaware corporation

By: _____
Name: _____
Title: _____

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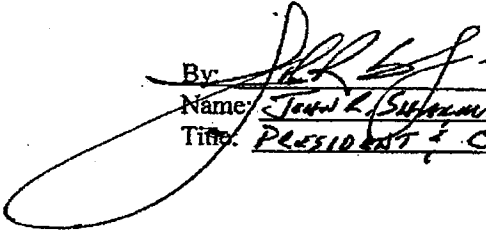
proceeding. The Secretary of State shall mail any such process to the surviving limited liability company at 2713 Magruder Boulevard, Suite A, Hampton, Virginia 23666.

IN WITNESS WHEREOF, this Certificate of Merger has been executed for and on behalf of Perfect Commerce Acquisition, LLC and Perfect Commerce, Inc. as of the 18 day of July, 2007, by their respective authorized officers.

Perfect Commerce Acquisition, LLC,
a Virginia limited liability company

By: _____
Name: _____
Title: _____

Perfect Commerce, Inc.,
a Delaware corporation

By: 
Name: John R. Supplement, Jr.
Title: PRESIDENT & CEO

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PLAN OF MERGER

This Plan of Merger (this "Plan of Merger") is made as of July 18, 2007 by and between Perfect Commerce Acquisition, LLC, a Virginia limited liability company ("Surviving Company"), and Perfect Commerce, Inc., a Delaware corporation ("Delaware Corporation"). Surviving Company and Delaware Corporation are hereinafter sometimes collectively referred to as the "Merging Companies."

RECITALS

A. Surviving Company is a limited liability company organized and existing under the laws of the Commonwealth of Virginia, its Articles of Organization having been filed with the Virginia State Corporation Commission on June 5, 2007.

B. Delaware Corporation is a corporation organized and existing under the laws of the State of Delaware, its Articles of Incorporation having been filed in the Office of the Secretary of State of Delaware on June 18, 2003.

C. Surviving Company, Delaware Corporation and CorMine, LLC, a Virginia limited liability company and the sole member of Surviving Company ("Sole Member"), are parties to that certain Agreement and Plan of Merger dated as of July 18, 2007 (the "Merger Agreement"), whereby Delaware Corporation will merge with and into Surviving Company with Surviving Company remaining as the surviving limited liability company.

D. The Board of Directors and Stockholders of Delaware Corporation have deemed it advisable and to the advantage of Delaware Corporation that Delaware Corporation merge with and into Surviving Company on the terms and subject to the conditions set forth in this Plan of Merger and the Merger Agreement.

E. Sole Member and the Management Committee of Sole Member have deemed it advisable and to the advantage of each of Surviving Company and Sole Member that Delaware Corporation merge with and into Surviving Company on the terms and subject to the conditions set forth in this Plan of Merger and the Merger Agreement.

F. The Board of Directors and Stockholders of Delaware Corporation have approved this Plan of Merger and the Merger Agreement and met all the conditions set forth in Title 8, Chapter 1 of the Delaware Code.

G. Sole Member and the Management Committee of Sole Member have approved this Plan of Merger and the Merger Agreement and met all the conditions set forth in Title 13.1, Chapter 12 of the Code of Virginia of 1950, as amended.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, this Plan of Merger and the terms and conditions hereof and the mode

of carrying the same into effect, together with any provisions required or permitted to be set forth therein, is hereby determined and agreed upon as hereinafter provided and as provided in the Merger Agreement:

1. Merger. At the Effective Date (as defined below), Delaware Corporation shall be merged with and into Surviving Company (the "Merger") in accordance with the provisions of Article 13 of the Virginia Limited Liability Company Act and Surviving Company shall be the surviving limited liability company. The Effective Date shall be the date that the Virginia State Corporation Commission issues a certificate of merger as provided in Section 13.1-1072 of the Virginia Limited Liability Company Act.

2. Effect of Merger. On the Effective Date, the separate corporate existence of Delaware Corporation shall cease except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into a foreign limited liability company. The identity, existence, powers, rights and immunities of Surviving Company shall continue unimpaired by the Merger. Surviving Company shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities, tax elections, tax attributes and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of Delaware Corporation without further act or deed.

3. Conversion of Delaware Corporation Shares. Each share of Series B Preferred Stock of Delaware Corporation issued and outstanding immediately prior to the Effective Date shall be automatically converted into the right to receive 0.29452598 Class B Units of Sole Member. All other shares of Delaware Corporation and all options or warrants to acquire any shares of Delaware Corporation issued and outstanding immediately prior to the Effective Date shall be automatically terminated without any payment to the holder thereof.

4. Governing Documents. On the Effective Date, the Articles of Organization of Surviving Company in effect immediately before the Effective Date shall be its Articles of Organization, and the Operating Agreement of Surviving Company in effect immediately before the Effective Date shall be its Operating Agreement.

5. Officers. On the Effective Date, the Officers of Surviving Company shall be its Officers and, after the Effective Date, shall serve in accordance with the Articles of Organization and Operating Agreement of Surviving Company.

6. Further Assurances. From time to time, as and when required by Surviving Company or by its successors or assigns, there shall be executed and delivered on behalf of Delaware Corporation such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action, as shall be appropriate, advisable or necessary to vest, perfect or confirm, of record or otherwise, in Surviving Company the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Delaware Corporation, and otherwise to carry out the purposes of this Plan of Merger and the Merger Agreement.

The Officers of Surviving Company are fully authorized in the name of and on behalf of Delaware Corporation, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

IN WITNESS WHEREOF, this Plan of Merger is executed on behalf of each of the Merging Companies.

Perfect Commerce Acquisition, LLC,
a Virginia limited liability company

By: George Hampton Wall Sr.
Name: GEORGE HAMPTON WALL SR.
Title: CEO

Perfect Commerce, Inc.,
a Delaware corporation

By: _____
Name: _____
Title: _____

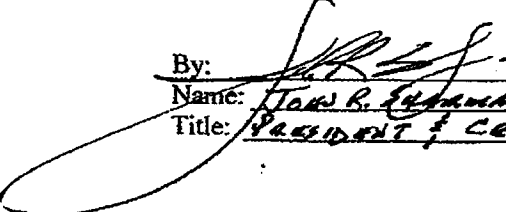
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IN WITNESS WHEREOF, this Plan of Merger is executed on behalf of each of the Merging Companies.

Perfect Commerce Acquisition, LLC,
a Virginia limited liability company

By: _____
Name: _____
Title: _____

Perfect Commerce, Inc.,
a Delaware corporation

By: 
Name: Tom R. Edwards, Jr.
Title: PRESIDENT & CEO

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ARTICLES OF MERGER
OF
PERFECT COMMERCE, INC.,
a Delaware corporation
INTO
PERFECT COMMERCE ACQUISITION, LLC,
a Virginia limited liability company

Pursuant to Title 13.1, Chapter 12, Article 13 of the Code of Virginia of 1950, as amended (the "Virginia Code"), Perfect Commerce Acquisition, LLC, a Virginia limited liability company ("Virginia Company"), adopts the following Articles of Merger for the purpose of merging Perfect Commerce, Inc., a Delaware corporation ("Delaware Corporation"), into Virginia Company (the "Merger").

ARTICLE I

The Plan of Merger governing the Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

ARTICLE II

Virginia Company is to be the surviving entity in the Merger. The name of the surviving entity shall remain Perfect Commerce Acquisition, LLC. The address of the principal office of Virginia Company is 2713 Magruder Boulevard, Suite A, Hampton, Virginia 23666.

ARTICLE III

The Plan of Merger was duly approved by the Board of Directors of Delaware Corporation at a meeting of the Board of Directors held on July 16, 2007 and by the Stockholders of Delaware Corporation by written consent of a majority of the Stockholders of Delaware Corporation, in accordance with Title 8, Chapter 1 of the Delaware General Corporation Law. The Plan of Merger was also duly approved by unanimous written consent of the Sole Member of Virginia Company, in accordance with Section 13.1-1071 of the Virginia Code.

ARTICLE IV

The Merger shall become effective on the date that the Virginia State Corporation Commission issues a certificate of merger as provided in Section 13.1-1072 of the Virginia Code.

IN WITNESS WHEREOF, these Articles of Merger have been executed for and on behalf of Perfect Commerce Acquisition, LLC and Perfect Commerce, Inc. as of the 18 day of July, 2007.

Perfect Commerce Acquisition, LLC,
a Virginia limited liability company

By: George Hampton Wilson
Name: GEORGE HAMPTON WILSON
Title: CEO

Perfect Commerce, Inc.,
a Delaware corporation

By: _____
Name: _____
Title: _____

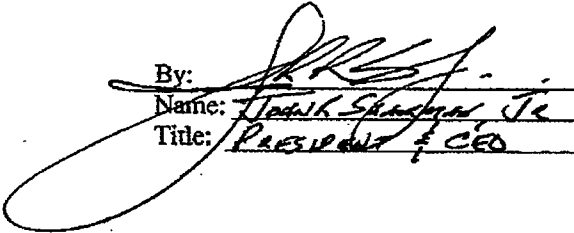
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IN WITNESS WHEREOF, these Articles of Merger have been executed for and on behalf of Perfect Commerce Acquisition, LLC and Perfect Commerce, Inc. as of the 18 day of July, 2007.

Perfect Commerce Acquisition, LLC,
a Virginia limited liability company

By: _____
Name: _____
Title: _____

Perfect Commerce, Inc.,
a Delaware corporation

By: 
Name: Frank S. ... Jr.
Title: PRESIDENT & CEO

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