

10-31-2000



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9-22-00

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
06261998

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/31/2000 MTHAIL 00000094 071907 2383731
01 FC:481 40.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Paul A. McLean
Name of Person Signing

Paul A. McLean
Signature

9/22/80
Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"THE DIALOG CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "THE DIALOG CORPORATION" UNDER THE NAME OF
"THE DIALOG CORPORATION", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE NINTH DAY OF JULY, A.D. 1998, AT 12:30
O'CLOCK P.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0059902

DATE: 11-02-99

TRADEMARK
REEL: 002164 FRAME: 0542

CERTIFICATE OF OWNERSHIP AND MERGER

THIS CERTIFICATE OF OWNERSHIP AND MERGER (hereinafter called the "Certificate") is being filed pursuant to Section 253 of the Delaware General Corporation Law and Section 1108(d)(2) of the California General Corporation Law in connection with the merger of **THE DIALOG CORPORATION**, a California corporation ("Dialog California"), with and into **THE DIALOG CORPORATION**, a Delaware corporation ("Dialog Delaware"), with Dialog Delaware as the surviving corporation. Dialog California and Dialog Delaware are sometimes referred to as the "Constituent Corporations."

1. Dialog California is incorporated under the laws of the State of California. The authorized capital stock of Dialog California is One Million (1,000,000) shares of Common Stock. Dialog Delaware owns all Seven Thousand Three Hundred Seventy Five (7,375) shares of Dialog California's outstanding capital stock. Dialog Delaware is incorporated under the laws of the State of Delaware.

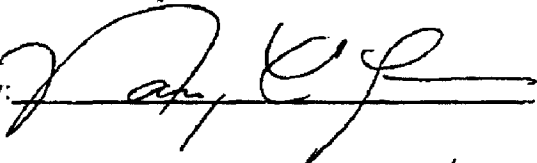
2. On June 26, 1998, the Board of Directors of Dialog Delaware adopted the resolutions attached hereto as **Exhibit A** to merge Dialog California into Dialog Delaware.

3. Dialog Delaware will be the surviving corporation and will continue use of the name **The Dialog Corporation**, with no changes to its certificate of incorporation.

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IN WITNESS WHEREOF, this Certificate is hereby executed on behalf of each Constituent Corporation and attested by their respective officers thereunto duly authorized.

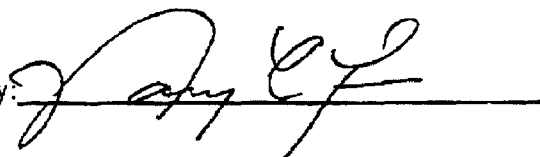
THE DIALOG CORPORATION,
a California corporation

By: 

Name: NANCY E EGAN

Title: GENERAL COUNSEL AND SECRETARY

THE DIALOG CORPORATION,
a Delaware corporation

By: 

Name: NANCY E EGAN

Title: GENERAL COUNSEL AND SECRETARY

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS OF
THE DIALOG CORPORATION, A DELAWARE CORPORATION**

The undersigned, constituting all of the members of the Board of Directors of The Dialog Corporation, a Delaware corporation ("Dialog Delaware"), hereby adopt the following resolutions by unanimous written consent as of this 26th day of June, 1998:

MERGER WITH THE DIALOG CORPORATION, A CALIFORNIA CORPORATION

WHEREAS, Dialog Delaware and its wholly-owned subsidiary, The Dialog Corporation, a California corporation ("Dialog California"), desire to effect a short form merger pursuant to Section 253 of the Delaware General Corporation Law ("Delaware Law") (the "Merger"), whereby Dialog California will merge with and into Dialog Delaware with Dialog Delaware as the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, that Dialog Delaware effect the Merger with Dialog California pursuant to Delaware Law and any other applicable laws and regulations; and

RESOLVED FURTHER, that the officers of Dialog Delaware be, and each of them hereby is, authorized and directed, jointly and severally, for and in the name of Dialog Delaware, to take any and all actions which they may deem necessary or advisable in order to consummate the proposed Merger, including the filing of a Certificate of Ownership and Merger with the Secretaries of State of Delaware and with such other jurisdictions as may be necessary or appropriate.

RESOLVED FURTHER, that the officers of Dialog Delaware be, and each of them hereby is, authorized and directed for and on behalf of Dialog Delaware to execute and file the documents prescribed by Delaware Law and by the laws of any other appropriate jurisdiction and to take such further actions as may be required by such laws to effect the Merger; and

VESTING OF RIGHTS AND ASSUMPTION OF LIABILITIES

RESOLVED, that, upon the effectiveness of the Merger, all of the assets, property, rights, privileges, powers and franchises of Dialog California be vested in and held and enjoyed by Dialog Delaware as fully and entirely and without change or diminution as the same were before held and enjoyed by Dialog California in its name;

RESOLVED FURTHER, that, upon the effectiveness of the Merger, Dialog Delaware shall assume all of the contractual obligations, indebtedness and other liabilities of Dialog California; and

RESOLVED FURTHER, that the officers of Dialog Delaware be, and each of them hereby is, authorized for and on behalf of Dialog Delaware, to take all steps necessary or advisable for the transfer of record ownership of Dialog California's assets to Dialog Delaware upon consummation of the Merger and to obtain such consents from third parties and governmental or regulatory authorities as may be necessary or advisable to secure for Dialog Delaware the contractual and legal rights, privileges and licenses held by Dialog California; and

QUALIFICATION TO DO BUSINESS.

RESOLVED, that the officers of Dialog Delaware be, and each of them hereby is, authorized to take any action in the name and on behalf of Dialog Delaware which such officer or officers may deem necessary or appropriate to qualify Dialog Delaware to do business, including the State of California, in order to succeed and continue the business of Dialog California following the Merger, and following the Merger, in any state in which its business may so require qualification, and in connection therewith, to execute, acknowledge, verify, deliver, file and publish all such applications, reports, covenants, resolutions and other papers and instruments, and to post bonds or otherwise give security as may be required under the laws of such states and to take all such further action as they may deem necessary or advisable in order to secure and maintain any such qualification to do business for as long as may serve the best interests of Dialog Delaware; and

TAX MATTERS.

RESOLVED, that the Merger be, and it hereby is, adopted and approved as a plan of reorganization of Dialog Delaware within the provisions of Section 368(a)(1)(F) of the Internal Revenue Code, as amended; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized for and on behalf of Dialog Delaware, to prepare and file any tax registration or similar documents which they deem necessary or

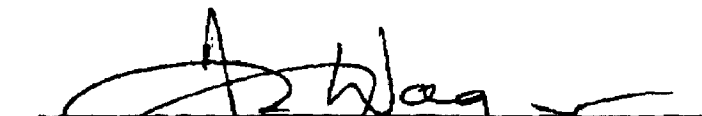
appropriate in connection with the Merger or with the conduct of the business of Dialog Delaware;

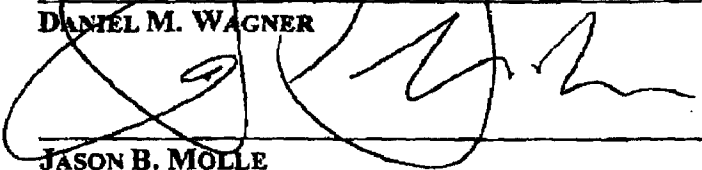
RESOLVED FURTHER, that Dialog Delaware, upon the Effective Date, will assume all the federal, state and local tax liabilities of Dialog California, including, without limitation, California franchise tax liabilities, and the officers of Dialog Delaware, and they hereby are, authorized and directed to execute and file any and all documents with the various federal, state and local tax authorities as may be necessary to assume such liabilities.

IMPLEMENTING RESOLUTION.


RESOLVED, that the officers of Dialog Delaware be, and each of them hereby is, authorized for and on behalf of Dialog Delaware, to do any and all things and take any and all steps they deem necessary or appropriate to carry out the purposes of the foregoing resolutions and the transactions contemplated thereby.

IN WITNESS WHEREOF, the undersigned consent to the foregoing resolutions and direct that this written consent be filed with the minutes of the proceedings of the Board of Directors of Dialog Delaware and that, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, said resolutions shall have the same force and effect as if they were adopted at a meeting at which the undersigned were personally present.

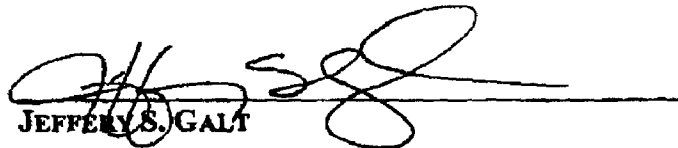


DANIEL M. WAGNER


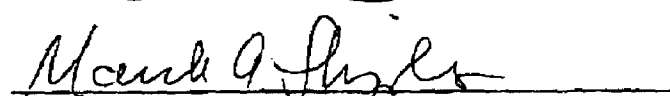
JASON B. MOLLE



RICHARD B. SWANK



JEFFERY S. GALT



MARCK A. SHIPLEY