

02-21-2001



101616381

### 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

2-12-01

- 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

Name DATABASE AMERICA COMPANIES, INC.

12/31/1995

Formerly ED BURNETT CONSULTANTS, INC.

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization NEW JERSEY

#### Receiving Party

Mark if additional names of receiving parties attached

Name DONNELLEY MARKETING, INC.

DBA/AKA/TA

Composed of

Address (line 1) 5711 S. 86TH CIRCLE

Address (line 2) P. O. BOX 27347

Address (line 3) OMAHA NE/USA 68127-0347  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
  - Corporation  Association
  - Other
- 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.)

Citizenship/State of Incorporation/Organization DELAWARE

#### FOR OFFICE USE ONLY

02/20/2001 6TON11 00000201 1882436

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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.

Roberta L. Christensen

*Roberta L. Christensen*

2-7-01

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

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005

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:

"DATABASE AMERICA COMPANIES, INC.", A NEW JERSEY CORPORATION,

"DATABASE HOLDINGS INC.", A DELAWARE CORPORATION,

WITH AND INTO "DONNELLEY MARKETING, INC." UNDER THE NAME OF "DONNELLEY MARKETING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 3:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 0881126

DATE: 12-27-00

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TRADEMARK  
REEL: 002238 FRAME: 0179

**CERTIFICATE OF MERGER  
OF  
DATABASE HOLDINGS INC.  
AND  
DATABASE AMERICA COMPANIES, INC.  
INTO  
DONNELLEY MARKETING, INC.**

Donnelley Marketing, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger (collectively the "Constituent Corporations") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Database Holdings Inc.	Delaware
Database America Companies, Inc.	New Jersey
Donnelley Marketing, Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger between the Constituent Corporations has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law and Chapter 10 of Title 14A of the New Jersey Business Corporation Act.

**THIRD:** That the name of the surviving corporation of the merger is Donnelley Marketing, Inc., a Delaware corporation.

**FOURTH:** That the Restated Certificate of Incorporation of Donnelley Marketing, Inc., a Delaware corporation, which is the surviving corporation of the merger, shall be the Restated Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is Donnelley Marketing, Inc., 5711 South 86 Circle, P.O. Box 27347, Omaha, Nebraska, 68127-0347.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

**SEVENTH:** That the authorized capital of Database America Companies, Inc., a New Jersey corporation, which is a party to the merger, is 2,500 shares of common stock with no par value.

**EIGHTH:** That this Certificate of Merger shall be effective on December 31, 2000, at 11:59 p.m., E.S.T.

IN WITNESS WHEREOF, Donnelley Marketing, Inc. has caused this Certificate to be executed by its duly authorized officer this 15 day of December, 2000.

DONNELLEY MARKETING, INC., a Delaware corporation,

By: Stormy L. Dear  
Stormy L. Dear, Vice President



New Jersey Department of State  
 Division of Commercial Recording  
 Certificate of Merger/Consolidation  
 (Profit Corporations)

COPY

FILED  
 UMC-23'96  
 DEC 22 2000  
 State Treasurer  
 Roland Mashek

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to N.J.S.A. 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the Secretary of State. Applicants are advised to seek out private legal advice before submitting filings to the Secretary's office.

1. Type of Filing (check one):     X     Merger          Consolidation

2. Name Of Surviving Business Entity: DONNELLEY MARKETING, INC.

3. Name(s)/Jurisdiction(s) Of Each Participating Business Entity:

Name	Jurisdiction	Identification # Assigned By Secretary of State (If Applicable)
DATABASE AMERICA COMPANIES, INC.	- NEW JERSEY	
DATABASE HOLDINGS, INC.	- DELAWARE	
DONNELLEY MARKETING, INC.	- DELAWARE	

4. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name DATABASE AMERICA COMPANIES, INC. Outstanding Shares 100 COMMON  
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.

-b Corp. Name DATABASE HOLDINGS, INC. Outstanding Shares 1,000 COMMON  
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.

-c Corp. Name DONNELLEY MARKETING, INC. Outstanding Shares 100 COMMON  
 If applicable, set forth the number and designation of any class or series of shares entitled to vote.

	<u>Votes For</u>	<u>Votes Against</u>	<u>Date Approved</u>
Corp. a	100	0	11-3-00
Corp. b	1,000	0	11-3-00

Corp. c N/A - SOLE STOCKHOLDER OF THE SURVIVING CORPORATION WAS NOT REQUIRED TO VOTE ON THE MERGER UNDER APPLICABLE LAWS OF THE STATE OF DELAWARE.

5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the Secretary of State): SEE ITEM B(b) ON THE ATTACHED SHEET.

~~THE SECRETARY OF STATE DOES NOT GUARANTEE THE ACCURACY OF THIS INFORMATION AND IS NOT RESPONSIBLE FOR ANY ERRORS OR OMISSIONS.~~

6. Effective Date: (if other than filing date; not to exceed 90 days from filing date) DECEMBER 31, 2000, AT

Signature: SEE SIGNATURES ON THE ATTACHED SHEET. 11:59 P.M., E.S.T.

<u>Name</u>	<u>Title</u>	<u>Date</u>
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**\*\*Remember to attach: 1) the plan of merger or consolidation and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, insure that you obtain and attach to your filing submission a Tax Clearance Certificate for each participating corporation.**

**ATTACHMENT TO THE  
NEW JERSEY DEPARTMENT OF STATE  
DIVISION OF COMMERCIAL RECORDING  
CERTIFICATE OF MERGER/CONSOLIDATION**

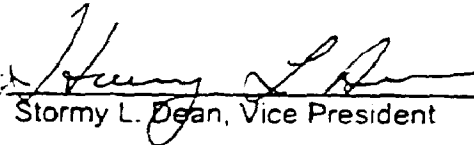
7. The applicable provisions of the laws of the State of Delaware have been, or upon compliance with filing and recording requirements will have been, complied with.
8. Donnelley Marketing, Inc., a Delaware corporation which is qualified to transact business in New Jersey, hereby sets forth:

(a) It may be served with process in New Jersey in any proceeding for the enforcement of any obligation of any domestic corporation or any foreign corporation, previously amenable to suit in New Jersey, which is a party to this merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against Donnelley Marketing, Inc.;

(b) The Secretary of State of New Jersey is hereby appointed as its agent to accept service of process in any such proceeding and shall mail a copy of the process in such proceeding to its Registered Agent as designated in its current Certificate of Authority, The Corporation Trust Company, at 820 Bear Tavern Road, West Trenton, NJ, 08628; and

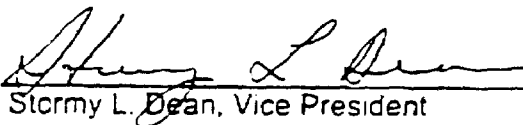
(c) It will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

DONNELLEY MARKETING, INC., a Delaware corporation, the surviving corporation

By:   
Stormy L. Dean, Vice President

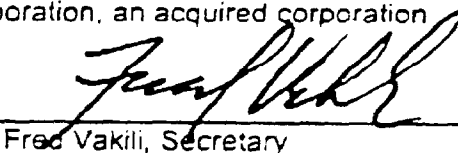
12-15-00  
Date

DATABASE AMERICA COMPANIES, INC., a New Jersey corporation, an acquired corporation

By:   
Stormy L. Dean, Vice President

12-15-00  
Date

DATABASE HOLDINGS, INC., a Delaware corporation, an acquired corporation

By:   
Fred Vakili, Secretary

12-15-00  
Date

:32700

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter "Agreement") is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, 2000, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Chapter 10 of Title 14A of the New Jersey Business Corporation Act, by and between Donnelley Marketing, Inc., a Delaware corporation and the surviving corporation (hereinafter "DMI"), Database Holdings, Inc., a Delaware corporation (hereinafter "DHI"), and Database America Companies, Inc., a New Jersey corporation (hereinafter "DBA") (DMI, DHI and DBA hereinafter sometimes collectively the "Merging Corporations").

### WITNESSETH:

WHEREAS, as of the Effective Date (defined below), DMI shall be a wholly-owned subsidiary of *infoUSA* Inc., a Delaware corporation ("*infoUSA*"), with authorized capital stock consisting of 1,000 shares of common stock with a par value of \$1.00 per share, and 100 shares of the common stock of DMI shall be issued and outstanding;

WHEREAS, DHI is a wholly-owned subsidiary of *infoUSA*, with authorized capital stock consisting of 3,000 shares of common stock with a par value of .01¢ per share, and 1,000 shares of the common stock of DHI are issued and outstanding;

WHEREAS, DBA is a wholly-owned subsidiary of *infoUSA*, with authorized capital stock consisting of 2,500 shares of common stock with no par value, and 100 shares of the common stock of DBA are issued and outstanding;

WHEREAS, the Boards of Directors of the Merging Corporations deem it advisable and to be in the best interests of their respective corporations, upon the terms and subject to the conditions stated in this Agreement, that DHI and DBA merge with and into DMI in accordance with this Agreement and the applicable laws of the State of Delaware and the State of New Jersey; and

WHEREAS, the Merging Corporations desire to adopt this Agreement as a Plan of Reorganization and intend that the mergers contemplated by this Agreement each constitute tax-free reorganizations pursuant to Section 368(a)(1)(A) and all other pertinent sections of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder.

NOW, THEREFORE, in consideration of the above recitals and the mutual representations, warranties, covenants and agreements herein contained, it is agreed, in accordance with and pursuant to the laws of the State of Delaware and the State of New Jersey, that DHI and DBA shall both be merged into DMI as a single corporation, which shall be the surviving corporation, and that the terms and conditions of each merger and the mode of carrying same into effect are as set forth in this Agreement.

1. Merger. DHI and DBA shall be, and hereby are, merged with and into DMI.
2. Effective Date of Mergers. The mergers contemplated by this Agreement shall both become effective on December 31, 2000, at 11:59 p.m., E.S.T. (the "Effective Date").
3. Certificate of Incorporation. The Certificate of Incorporation of DMI, as restated effective April 14, 2000, and in force immediately prior to the Effective Date of the mergers shall remain and continue in full force and effect as the Restated Certificate of Incorporation of DMI, as the surviving corporation, to remain unchanged until amended or repealed in accordance with the provisions thereof and of applicable law.



4. Bylaws. The Bylaws of DMI in effect on the Effective Date of the mergers shall remain and continue in full force and effect as the Bylaws of DMI, as the surviving corporation, to remain unchanged until amended or repealed in accordance with the provisions thereof and of applicable law.

5. Officers and Directors. The officers and directors of DMI immediately prior to the Effective Date of the mergers shall remain and continue as the officers and directors of DMI, as the surviving corporation, until their respective successors are chosen, appointed or elected.

6. Conversion of Stock. The manner of converting shares of DHI and DBA into shares of DMI is as follows: All issued and outstanding shares of stock of DHI and DBA as of the Effective Date shall be surrendered and cancelled, and no new shares shall be issued to the sole stockholder of DHI and DBA. The shares of DMI now held by its sole stockholder shall evidence its ownership of the merged entities.

7. Effect of Merger.

(a) Upon the Effective Date of these mergers, the separate existence of DHI and DBA shall cease and DHI and DBA shall both be merged, in accordance with this Agreement, into DMI, which shall survive such merger and shall possess all the rights, privileges, immunities, powers, purposes and franchises, both public and private, and shall be subject to all restrictions, disabilities, duties, obligations, and liabilities of each of the Merging Corporations. All property, tangible and intangible, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other things, choses, and causes of action, and all and every other interest of or belonging to or due to each of the Merging Corporations shall be taken and deemed to be transferred to and vested in DMI without reversion or impairment or any further act or deed and shall thereafter be the property of DMI to the same extent as they were of each of the Merging Corporations. The title to any real estate, or any interest therein, vested in either of the Merging Corporations shall not revert or be in any way impaired by reason of the mergers. DMI shall thenceforth be responsible and liable for all of the liabilities and obligations for each of the Merging Corporations. Any claim existing or action or proceeding pending by or against either of the Merging Corporations may be prosecuted as if the merger had not taken place, or DMI may be substituted in the place of either of the Merging Corporations. Neither the rights of creditors nor any liens upon, or security interests in, the property of either of the Merging Corporations shall be impaired by the merger.

(b) Upon the Effective Date, the assets, liabilities, reserves and accounts of each of the Merging Corporations shall be taken upon the books of DMI, as the surviving corporation, at the amount at which they respectively shall be carried on the books of said corporation. The equity securities of DHI and DBA shall cease to exist.

(c) All corporate acts, plans, policies, approvals and authorizations of DHI and DBA and their respective stockholders, boards of directors, committees (whether elected or appointed by the boards of directors), officers and agents, respectively, which were valid and effective immediately prior to the Effective Date of the mergers, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of DMI, the surviving corporation, and shall be effective and binding thereon. The employees and agents of DHI and DBA shall become the employees and agents of DMI, the surviving corporation, and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of DHI and DBA.

8. Tax-Free Reorganization. The Merging Corporations hereby adopt this Agreement as a Plan of Reorganization and intend that the mergers contemplated by this Agreement constitute tax-free reorganizations pursuant to Section 368(a)(1)(A) and all other pertinent sections of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder.

9. Survival. All obligations, covenants, warranties and agreements contained herein shall survive the closing and effectuation of the Agreement.

10. Further Documents and Actions.

(a) The directors and officers of each of the Merging Corporations are authorized, empowered and directed to execute, deliver, file and/or record such instruments and documents, including, without limitation, a Certificate of Merger, and to take all actions as shall be required by law or which the directors and officers deem necessary or advisable to fully carry out the intent and purposes of this Agreement and to accomplish the mergers pursuant to the laws of the State of Delaware and the State of New Jersey.

(b) Without limiting the generality of the foregoing authorization, if at any time before or after the Effective Date of this merger, DMI, as the surviving corporation, shall consider or be advised that any instruments of further assurance are necessary or desirable to vest or to perfect or confirm of record or otherwise, the title of DMI, as the surviving corporation, to any property or assets transferred by operation of law pursuant to the mergers contemplated by and to be effectuated in accordance with this Agreement, DHI and DBA and the appropriate officers and directors thereof, or any one of them, are hereby authorized to and shall execute and deliver any and all such deeds, assignments and assurances and do all things necessary or proper so to vest, perfect or confirm title to such property or assets in DMI and otherwise carry out the purposes of this Agreement.

IN WITNESS WHEREOF, the Merging Corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and, in the case of DHI and DBA, also by resolutions adopted by their sole stockholders, have caused these presents to be executed by their duly authorized officers as the respective act, deed and agreement of each of the Merging Corporations as of the day and year first above written.

DONNELLEY MARKETING, INC., a Delaware corporation, the surviving corporation

By: \_\_\_\_\_  
Stormy L. Dean, Vice President

DATABASE HOLDINGS, INC., a Delaware corporation, an acquired corporation

By: \_\_\_\_\_  
Fred Vakili, Secretary

DATABASE AMERICA COMPANIES, INC., a New Jersey corporation, an acquired corporation

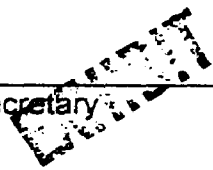
By: \_\_\_\_\_  
Stormy L. Dean, Vice President

# CERTIFICATE

I, Fred Vakili, Secretary of Donnelley Marketing, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Surviving Corporation"), hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the Surviving Corporation and having been signed on behalf of Database Holdings, Inc., a Delaware corporation, and Database America Companies, Inc., a New Jersey corporation, was duly adopted pursuant to subsection (f) of Section 251 of Title 8 of the Delaware Code without any vote of the sole stockholder of the Surviving Corporation; that (1) the Agreement and Plan of Merger does not amend in any respect the Restated Certificate of Incorporation of the Surviving Corporation, (2) each share of stock of the Surviving Corporation outstanding immediately prior to the effective date of the merger is to be the identical outstanding or treasury share of stock of the Surviving Corporation after the effective date of the merger, and (3) no shares of common stock of the Surviving Corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the Agreement and Plan of Merger; that the outstanding shares of the Surviving Corporation were such as to render subsection (f) of Section 251 of Title 8 of the Delaware Code applicable; and that the Agreement and Plan of Merger was thereby adopted by the action of the Board of Directors of the Surviving Corporation, and is a duly adopted agreement and act of the Surviving Corporation.

WITNESS my hand on this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

\_\_\_\_\_  
Fred Vakili, Secretary



*no 2nd copy*

*MGB*  
**FILED**

**JAN 29 1996**

**LONNA R. HOOKS**  
Secretary of State

**CERTIFICATE OF MERGER OF**

**DATABASE AMERICA INFORMATION SYSTEMS, INC.,**  
a New Jersey corporation;  
**DATABASE AMERICA ELECTRONIC PUBLISHING, INC.,**  
a Delaware corporation; and  
**MARKETRY OF CALIFORNIA, INC.,**  
a Washington corporation

*1086917*

**ALL WITH AND INTO**

**ED BURNETT CONSULTANTS, INC.,**  
a New Jersey corporation;

TO: Secretary of State  
State of New Jersey

Secretary of State  
State of Delaware

Secretary of State  
State of Washington

Pursuant to the provisions of the Section 14A:10-4 of the New Jersey Business Corporation Act, the Washington Business Corporation Act and the Delaware General Corporation Law the undersigned corporations hereby execute the following Certificate of Merger for the purpose of merging them into one such corporation.

Article 1. Database America Information Systems, Inc., a corporation organized and existing under the laws of the State of New Jersey since June 18, 1984, Database America Electronic Publishing, Inc., a corporation organized and existing under the laws of the State of

*0100478614*

Delaware since September 13, 1994, and **Marketry of California, Inc.**, a corporation organized and existing under the laws of the State of Washington since September 6, 1989, all shall be merged with and into **Ed Burnett Consultants, Inc.**, a corporation organized and existing under the laws of the State of New Jersey since March 13, 1991, which is referred to hereafter as the Surviving Corporation.

**Article 2.** The plan of merger attached hereto as Exhibit A was approved by each of the undersigned corporations by the unanimous consent of all shareholders and all directors of each corporation on December 18, 1995. The merger is permitted by the laws of the jurisdiction of each constituent corporation and is in compliance therewith.

**Article 3.** The name of the Surviving Corporation is hereby changed to **Database America Companies, Inc.**, a New Jersey corporation.

**Article 4.** The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation hereafter with no such amendment or change being effected at this time except the change of name as provided in Article 3 above.

**Article 5.** A copy of the executed agreement of merger is on file at the principal place of business of the Surviving Corporation which is 100 Paragon Drive, Montvale, New Jersey 07645.

**Article 6.** A copy of the agreement of merger will be furnished by the Surviving Corporation, on request, and without cost to any stockholder, of any of DBAIS, EBC, EP or Marketry.

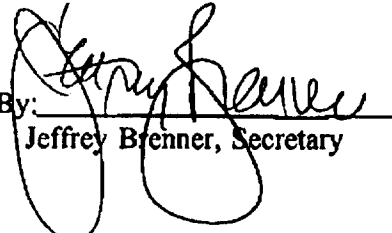
**Article 7.** As to each corporation whose shareholders are entitled to vote the number

Article 5 hereof.

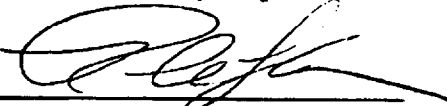
**Article 12.** The Surviving Corporation agrees that it may be served with process in the State of Washington in any proceeding for enforcement of any obligation of Marketry of California, Inc. as well as for enforcement of any obligation of the Surviving Corporation arising from this merger and shall irrevocably appoint the Washington Secretary of State as its agent to accept service of process in any such suit or other proceedings and the Washington Secretary of State shall mail a copy of such process to the Surviving Corporation at the address specified in Article 5 hereof.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate to be executed in its name by its president as of the 21<sup>st</sup> day of December, 1995.

ATTEST:

By:   
Jeffrey Brenner, Secretary

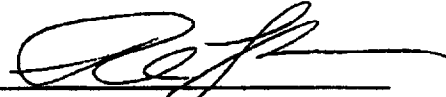
**D A T A B A S E A M E R I C A  
I N F O R M A T I O N S Y S T E M S , I N C .  
A New Jersey corporation**

BY:   
Paul A. Goldner, President

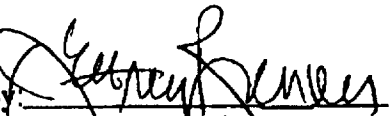
ATTEST:

By:   
Jeffrey Brenner, Secretary

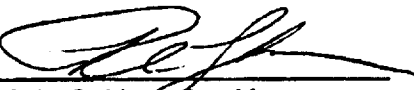
**ED BURNETT CONSULTANTS, INC.**  
A New Jersey corporation

BY:   
Paul A. Goldner, President


ATTEST:

By:   
Jeffrey Brenner, Secretary

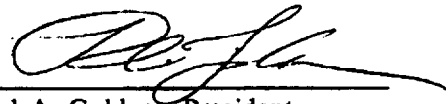
**DATABASE AMERICA ELECTRONIC PUBLISHING, INC.**  
A Delaware corporation

BY:   
Paul A. Goldner, President

ATTEST:

By:   
Jeffrey Brenner, Secretary

**MARKETRY OF CALIFORNIA, INC.**  
A Washington corporation

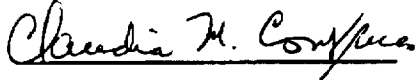
BY:   
Paul A. Goldner, President

STATE OF NEW JERSEY    )  
                                  ) SS:  
COUNTY OF BERGEN        )

BE IT REMEMBERED, that on December 31, 1995, before me, the subscriber, personally appeared Jeffrey Brenner who, being by me duly sworn on his oath, deposes and makes proof to my satisfaction, that he is the Secretary of Database America Information Systems, Inc., a New Jersey corporation, the Corporation named in the within Instrument; that Paul A. Goldner is the President of said Corporation; that the execution as well as the making of this Instrument, has been duly authorized by a proper resolution of the Board of Directors of the said Corporation; that deponent well knows the corporate seal of said corporation; and that the seal affixed to said Instrument is the proper corporate seal and was thereto affixed and said Instrument signed and delivered by said President as and for the voluntary act and deed of said Corporation, in the presence of deponent, who thereupon subscribed his name thereto as attesting witness.

  
Jeffrey Brenner, Secretary

Sworn to and Subscribed  
before me the date aforesaid.

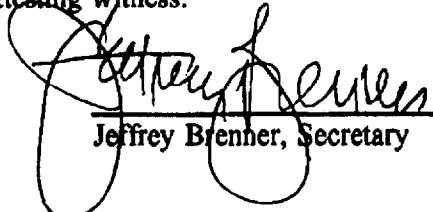


CLAUDIA M. COMPUA  
Notary Public, State of New Jersey  
Commission Expires Dec. 15, 1997

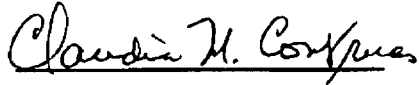


STATE OF NEW JERSEY )  
 ) SS:  
COUNTY OF BERGEN )

BE IT REMEMBERED, that on December 31, 1995, before me, the subscriber, personally appeared Jeffrey Brenner who, being by me duly sworn on his oath, deposes and makes proof to my satisfaction, that he is the Secretary of Ed Burnett Consultants, Inc., a New Jersey corporation, the Corporation named in the within Instrument; that Paul A. Goldner is the President of said Corporation; that the execution as well as the making of this Instrument, has been duly authorized by a proper resolution of the Board of Directors of the said Corporation; that deponent well knows the corporate seal of said corporation; and that the seal affixed to said Instrument is the proper corporate seal and was thereto affixed and said Instrument signed and delivered by said President as and for the voluntary act and deed of said Corporation, in the presence of deponent, who thereupon subscribed his name thereto as attesting witness.

  
\_\_\_\_\_  
Jeffrey Brenner, Secretary

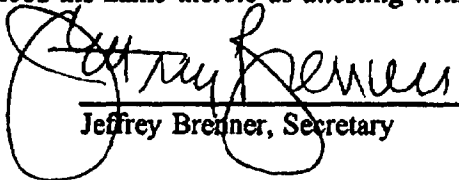
Sworn to and Subscribed  
before me the date aforesaid.

  
\_\_\_\_\_  
Claudia M. Contreras

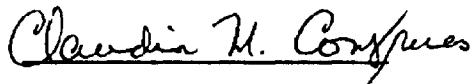
CLAUDIA M. CONTRERAS  
Notary Public, State of New Jersey  
Commission Expires Dec. 15, 1997

STATE OF NEW JERSEY    )  
                                  ) SS:  
COUNTY OF BERGEN        )

BE IT REMEMBERED, that on December 31, 1995, before me, the subscriber, personally appeared **Jeffrey Brenner** who, being by me duly sworn on his oath, deposes and makes proof to my satisfaction, that he is the Secretary of **Database America Electronic Publishing, Inc.**, a Delaware corporation, the Corporation named in the within Instrument; that **Paul A. Goldner** is the President of said Corporation; that the execution as well as the making of this Instrument, has been duly authorized by a proper resolution of the Board of Directors of the said Corporation; that deponent well knows the corporate seal of said corporation; and that the seal affixed to said Instrument is the proper corporate seal and was thereto affixed and said Instrument signed and delivered by said President as and for the voluntary act and deed of said Corporation, in the presence of deponent, who thereupon subscribed his name thereto as attesting witness.

  
\_\_\_\_\_  
Jeffrey Brenner, Secretary

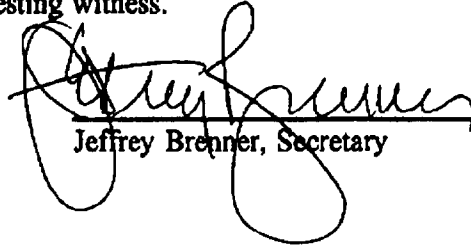
Sworn to and Subscribed  
before me the date aforesaid.

  
\_\_\_\_\_  
Claudia M. Contreras

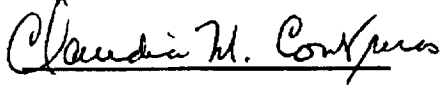
CLAUDIA M. CONTRERAS  
Notary Public, State of New Jersey  
Commission Expires Dec. 15, 1997

STATE OF NEW JERSEY )  
 ) SS:  
COUNTY OF BERGEN )

BE IT REMEMBERED, that on December 31, 1995, before me, the subscriber, personally appeared Jeffrey Brenner who, being by me duly sworn on his oath, deposes and makes proof to my satisfaction, that he is the Secretary of Marketry of California, Inc., a Washington corporation, the Corporation named in the within Instrument; that Paul A. Goldner is the President of said Corporation; that the execution as well as the making of this Instrument, has been duly authorized by a proper resolution of the Board of Directors of the said Corporation; that deponent well knows the corporate seal of said corporation; and that the seal affixed to said Instrument is the proper corporate seal and was thereto affixed and said Instrument signed and delivered by said President as and for the voluntary act and deed of said Corporation, in the presence of deponent, who thereupon subscribed his name thereto as attesting witness.

  
Jeffrey Brenner, Secretary

Sworn to and Subscribed  
before me the date aforesaid.



CLAUDIA M. CONTRERAS  
Notary Public, State of New Jersey  
Commission Expires Dec. 15, 1997

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**PLAN OF MERGER OF  
OF  
DATABASE AMERICA INFORMATION SYSTEMS, INC.;  
DATABASE AMERICA ELECTRONIC PUBLISHING, INC.;  
MARKETRY OF CALIFORNIA, INC.**

**ALL WITH AND INTO**

**ED BURNETT CONSULTANTS, INC.**

THIS PLAN OF MERGER, dated as of the 18 day of December, 1995, is made by and among Database America Information Systems, Inc., a New Jersey corporation (referred to as "DBAIS"), Ed Burnett Consultants, Inc., a New Jersey corporation (referred to as "EBC"), Database America Electronic Publishing, Inc., a Delaware corporation (referred to as "EP") and Marketry of California, Inc., a Washington corporation (referred to as "Marketry") in accordance with applicable laws of the States of New Jersey, Delaware and Washington.

1. In accordance with the laws of the States of New Jersey, Delaware and Washington, DBAIS, EP and Marketry shall be merged with and into EBC, organized under the laws of the State of New Jersey, which shall be designated as the Surviving Corporation.

2. The designation and number of outstanding shares of the DBAIS at the time of the merger is 200 common shares with no par value per share, all of which are entitled to vote.

3. The designation and number of outstanding shares of the Surviving Corporation, EBC, at the time of the merger is 100 common shares with no par value per share, all of which are entitled to vote.

4. The designation and number of outstanding shares of the EP at the time of the merger is 100 common shares with no par value per share, all of which are entitled to vote.

5. The designation and number of outstanding shares of the Marketry at the time of the merger is 100 common shares with a par value of \$1.00 per share, all of which are entitled to vote.

6. Upon the effectiveness of the merger, each of the issued and outstanding common shares of DBAIS, EP and Marketry shall thereupon be converted to one common share of EBC, which is the Surviving Corporation. Upon surrender of the share certificate(s) held by the shareholders of DBAIS, EP and Marketry, new share certificates of the Surviving Corporation shall be issued in their place.

7. Upon the effectiveness of the merger, the Surviving Corporation shall change its name to "Database America Companies, Inc."

8. Upon the effectiveness of the merger, as set forth in the Certificate of Merger, the separate corporate existence of DBAIS, EP and Marketry shall cease and the Surviving Corporation shall become the owner, without other transfer, of all of the rights and property of all the corporations and shall become subject to all of the debts and liabilities of all corporation in the same manner as if the Surviving Corporation had itself incurred them.

9. Upon the effectiveness of the merger, the Certificate of Incorporation of EBC shall be those of the Surviving Corporation except that the name shall be changed as provided above.

10. Upon the effectiveness of the merger, the Surviving Corporation shall possess all rights, privileges, powers, immunities, and franchises of each of the merging corporations.

11. The By-Laws of the Surviving Corporation shall survive the merger and shall be in effect until amended according to the provisions thereof.

12. DBAIS, EP and Marketry and their officers and directors will execute any writings which may be required subsequent to the merger to transfer to the Surviving Corporation, for purposes of a record or for other purposes, title to any assets or rights held by DBAIS, EP or Marketry.

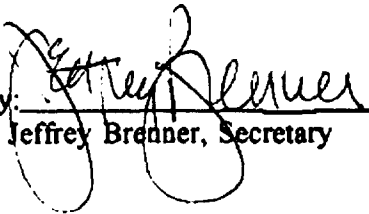
13. Neither DBAIS, EP and Marketry nor the Surviving Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business except as contemplated by this Plan of Merger.


14. The directors of any of the constituent corporations may, as provided by law, abandon this merger at any time before the merger has been completed.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed the day and year first above written.

ATTEST:

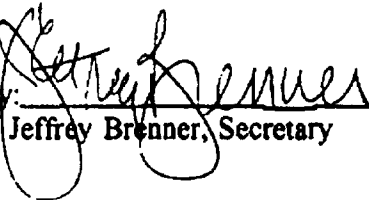
**DATABASE AMERICA INFORMATION  
SYSTEMS, INC.**  
A New Jersey corporation

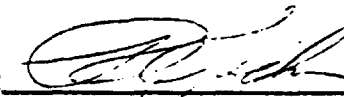
By:   
Jeffrey Brenner, Secretary

BY:   
Paul A. Goldner, President

ATTEST:

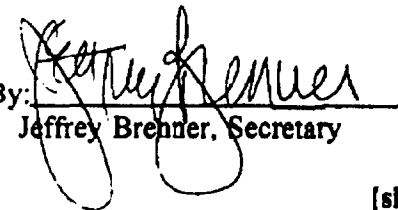
**ED BURNETT CONSULTANTS, INC.**  
A New Jersey corporation

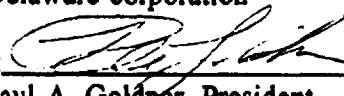
By:   
Jeffrey Brenner, Secretary

BY:   
Paul A. Goldner, President

ATTEST:

**DATABASE AMERICA ELECTRONIC  
PUBLISHING, INC.**  
A Delaware corporation


By:   
Jeffrey Brenner, Secretary

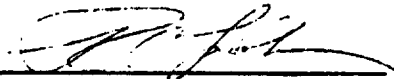
BY:   
Paul A. Goldner, President

[signatures continued on next page]

ATTEST:

**MARKETRY OF CALIFORNIA, INC.**  
A Washington corporation

By:   
Jeffrey Brenner, Secretary

BY:   
Paul A. Goldner, President

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