

05-21-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101723113

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

5-17-01

1. Name of conveying party(ies):
DATABASE AMERICA COMPANIES, INC.
F/K/A DATABASE AMERICA INFORMATION
SYSTEMS, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State NEW JERSEY
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/31/95

2. Name and address of receiving party(ies)
Name: DONNELLEY MARKETING, INC.
Internal
Address: _____
Street Address: P. O. BOX 27347
City: OMAHA State: NE Zip: 68127
MAY 17 2001

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State DELAWARE
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,491,421

Additional number(s) attached Yes No

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

Name: ROBERTA L. CHRISTENSEN

Internal Address: KOLEY JESSEN P.C.

A LIMITED LIABILITY ORGANIZATION

Street Address: ONE PACIFIC PLACE, STE. 800

1125 S. 103RD STREET

City: OMAHA State: NE Zip: 68124

6. Total number of applications and registrations involved: _____

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0771

(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.

ROBERTA L. CHRISTENSEN
Name of Person Signing

Roberta Christensen
Signature

5/9/01
Date

Total number of pages including cover sheet, attachments, and document: 17

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

TRADEMARK
REEL: 002298 FRAME: 0699

Office of the Secretary of State

COPIES

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, Secretary of State

AUTHENTICATION: 0881126

DATE: 12-27-00

2182104 8100M

001652457

**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

no 2nd copy

MGB
R I L E D

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

of shares entitled to vote is as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Entitled to Vote</u>
Database America Information Systems, Inc.	200
Ed Burnett Consultants, Inc.	100
Database America Electronic Publishing, Inc.	100
Marketry of California, Inc.	100

Article 8. As to all corporations, the Plan of Merger was approved by unanimous written consent without a meeting of all shareholders of each such corporation pursuant to Section 14A:5-6 of the New Jersey Business Corporation Act and applicable sections of the Washington Business Corporation Act and the Delaware General Corporation Law.

Article 9. The merger shall take effect on February 1, 1996

Article 10. The Surviving Corporation will promptly pay to the shareholders of DBAIS, EP and Marketry the amount, if any, or deliver stock certificates to which they shall be entitled to receive as payment for their shares.

Article 11. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Database America Electronic Publishing, Inc. as well as for enforcement of any obligation of the Surviving Corporation arising from this merger and shall irrevocably appoint the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings and the Delaware Secretary of State shall mail a copy of such process to the Surviving Corporation at the address specified in

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 21st day of December, 1995.

ATTEST:

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: 

Jeffrey Brenner, Secretary

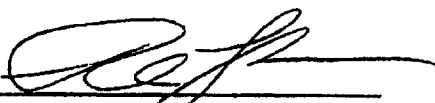
BY: 

Paul A. Goldner, President

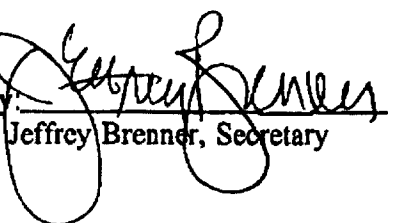
ATTEST:

By: 
Jeffrey Brenner, Secretary


ED BURNETT CONSULTANTS, INC.
A New Jersey corporation

BY: 
Paul A. Goldner, President

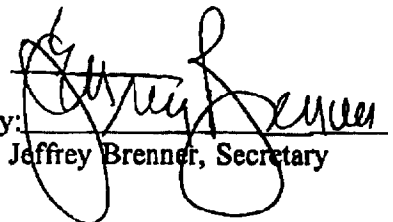
ATTEST:

By: 
Jeffrey Brenner, Secretary

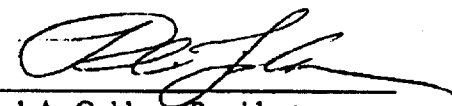
**DATABASE AMERICA ELECTRONIC
PUBLISHING, INC.**
A Delaware corporation

BY: 
Paul A. Goldner, President

ATTEST:

By: 
Jeffrey Brenner, Secretary

MARKETRY OF CALIFORNIA, INC.
A Washington corporation

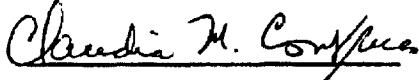
BY: 
Paul A. Goldner, President

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

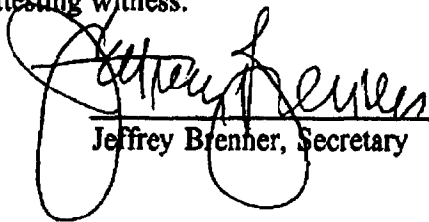
Sworn to and Subscribed
before me the date aforesaid.


Claudia M. Converse

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

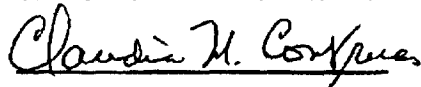
STATE OF NEW JERSEY)
) SS:
COUNTY OF BERGEN)

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.

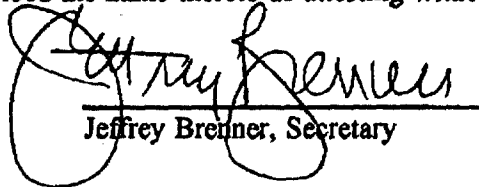


Claudia M. Contreras

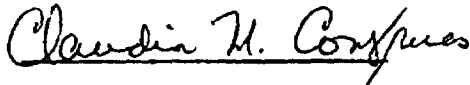
CLAUDIA M. CONTRERAS
Notary Public, State of New Jersey
Commission Expires Dec. 15, 1997

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

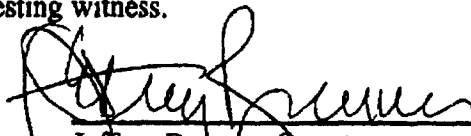
Sworn to and Subscribed
before me the date aforesaid.



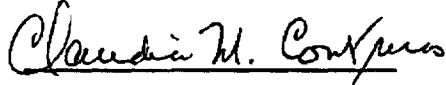
CLAUDIA M. CONTRERAS
Notary Public, State of New Jersey
Commission Expires Dec. 15, 1997

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

julie/database/merger/certific.mer

**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.

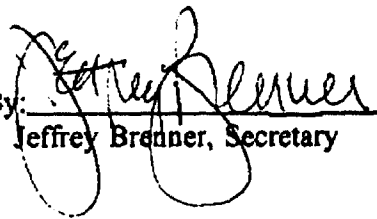
13. Neither DBAIS, EP and Marketry nor the Surviving Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business except as contemplated by this Plan of Merger.

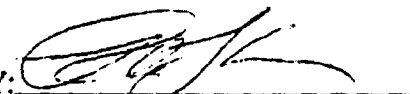
14. The directors of any of the constituent corporations may, as provided by law, abandon this merger at any time before the merger has been completed.

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:

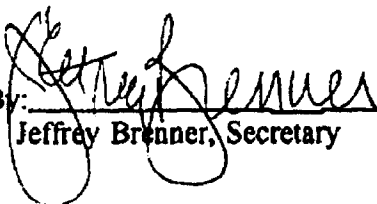
**DATABASE AMERICA INFORMATION
SYSTEMS, INC.**
A New Jersey corporation

By: 
Jeffrey Brenner, Secretary

BY: 
Paul A. Goldner, President

ATTEST:

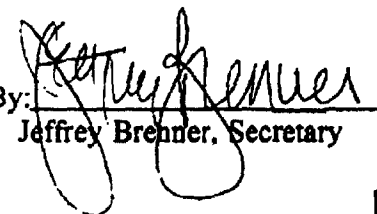
ED BURNETT CONSULTANTS, INC.
A New Jersey corporation

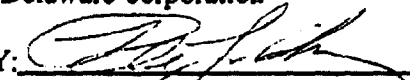
By: 
Jeffrey Brenner, Secretary

BY: 
Paul A. Goldner, President

ATTEST:

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

By: 
Jeffrey Brenner, Secretary

BY: 
Paul A. Goldner, President

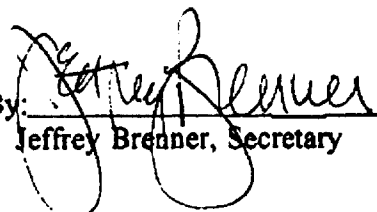
[signatures continued on next page]

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.

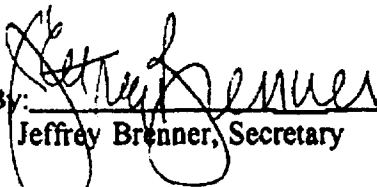
ATTEST:

By: 
Jeffrey Brenner, Secretary

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

BY: 
Paul A. Goldner, President

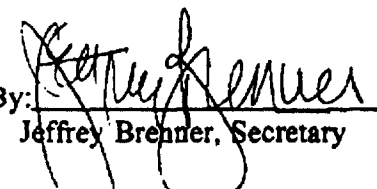
ATTEST:

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

[signatures continued on next page]

ATTEST:

By: 

Jeffrey Brenner, Secretary

MARKETRY OF CALIFORNIA, INC.
A Washington corporation

BY: 

Paul A. Goldner, President

julie@database-merger-plan.com