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To the Honorable Commissioner of Patents .

...s. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

S. 31 03

Crunchtime Information Systems, Inc.

- Individual(s)
- General Partnership
- Corporation-State MA
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 01/22/2003

2. Name and address of receiving party(ies)

Name: Crunchtime Information Systems, Inc.

Internal

Address:

MAY 31 2003

Street Address: 8 New Street

City: Boston State: MA Zip: 02128

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DE
- 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)

2,556,956 2,160,434

Additional number(s) attached Yes No

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

Name: Susan M. Mulholland

Internal Address: Lucash, Gesmer &

Updegrove, LLP

Street Address: 40 Broad Street

City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

122315

(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.

Susan M. Mulholland

Name of Person Signing

Susan M. Mulholland

Signature

05/30/2003

Date

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

4

Delaware

PAGE 1

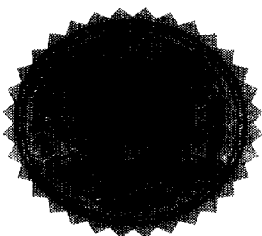
The First State

I, HARRIET SMITH WINDSOR, 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:

"CRUNCHTIME INFORMATION SYSTEMS, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "CRUNCHTIME INFORMATION SYSTEMS, INC." UNDER THE NAME OF "CRUNCHTIME INFORMATION SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JANUARY, A.D. 2003, AT 12:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3617086 8100M

AUTHENTICATION: 2217420

030043764

DATE: 01-22-03

TRADEMARK

REEL: 002745 FRAME: 0888

**CERTIFICATE OF MERGER
OF**

CRUNCHTIME INFORMATION SYSTEMS, INC.
a Massachusetts corporation

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:35 PM 01/22/2003
030043764 - 3617086

INTO

CRUNCHTIME INFORMATION SYSTEMS, INC.
a Delaware corporation

**(UNDER SECTION 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

Crunchtime Information Systems, Inc., a Delaware corporation, hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:**
 - (a) Crunchtime Information Systems, Inc., a Massachusetts corporation ("Crunchtime-MA"); and**
 - (b) Crunchtime Information Systems, Inc., a Delaware corporation ("Crunchtime-DE").**
- (2) An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by Crunchtime-MA and Crunchtime-DE, in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.**
- (3) The name of the surviving corporation (the "Surviving Corporation") is Crunchtime Information Systems, Inc., a Delaware corporation.**
- (4) The certificate of incorporation of Crunchtime-DE shall be the certificate of incorporation of the Surviving Corporation.**
- (5) The Surviving Corporation is a corporation under the laws of the State of Delaware.**
- (6) The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation at 8 New Street, Boston, Massachusetts 02128.**
- (7) A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Crunchtime-MA or Crunchtime-DE.**
- (8) The authorized capital stock of Crunchtime-MA is 3,000,000 shares, consisting of 2,640,000 shares of Common Stock, no par value; 200,000 shares of Series A Convertible Preferred Stock, no par value; and 160,000 shares of Series B Convertible Preferred Stock, no par value.**

(9) The effective date of this Certificate of Merger shall be the date of its filing.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate to be signed by the undersigned authorized officer, on the 25 day of ~~November~~, 2002.

December

Crunchtime Information Systems, Inc.
a Massachusetts corporation

By *William Bellissimo*
William Bellissimo, President

Crunchtime Information Systems, Inc.
a Delaware corporation

By *William Bellissimo*
William Bellissimo, President

(b) The effective date of this Certificate of Merger shall be the date of its filing.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate to be signed by the undersigned authorized officer, on the 25 day of ~~November~~, 2002.
December

Crunchtime Information Systems, Inc.
a Massachusetts corporation

By *William Bellissimo, President*
William Bellissimo, President

Crunchtime Information Systems, Inc.
a Delaware corporation

By *William Bellissimo, President*
William Bellissimo, President