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101397706

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

1. Name of conveying party(ies):
1010WEB

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

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

2. Name and address of receiving party(ies):

Name: Simplexity, Inc. JUN 12
Internal Address: _____
Street Address: 11600 Sunrise Valley Drive
City: Reston State: VA ZIP: 20191

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 12, 2000

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

A. Trademark Application No.(s)
SEE ATTACHED SHEET

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Jennifer A. Golinveaux
Internal Address: Wilson, Sonsini, Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved:.....8

7. Total fee (37 CFR 3.41)..... \$ 215.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2415 Attn: 23567-900
(Attach duplicate copy of this page if paying by deposit account)

07/07/2000 ASCOTT 00000197 75772315 DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FCS:182 175.00 OP

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.

Jennifer A. Golinveaux
Name of Person Signing

J. Golinveaux
Signature

6/7/00
Date

Total number of pages including cover sheet, attachments, and document: 11

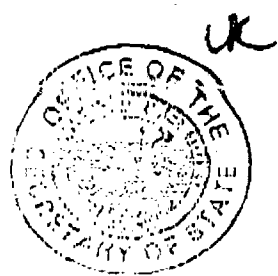
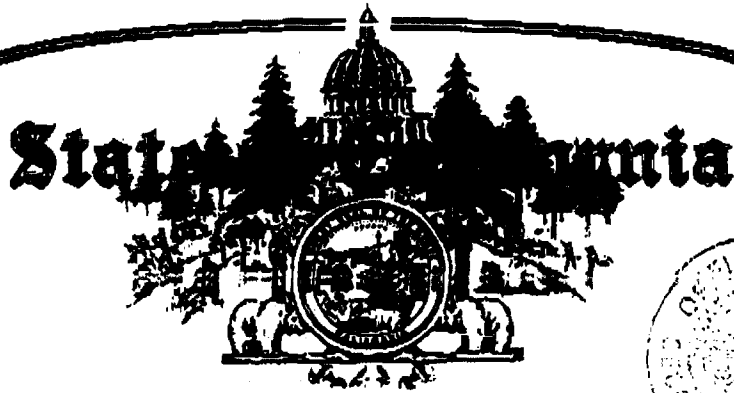
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

LIST OF APPLICATIONS

Application No.

Mark

75/772315	SIMPLEXITY.COM
75/775778	SIMPLEXITY
75/806017	TELEMEDIARY
75/808715	THE WORLD'S LEADING COMMUNICATIONS MARKETPLACE
75/808741	SIMPLESAVER
75/808879	THE WORLD'S FIRST TELEMEDIARY
75/887074	XACT
75/887228	MISCELLANEOUS DESIGN



SECRETARY OF STATE

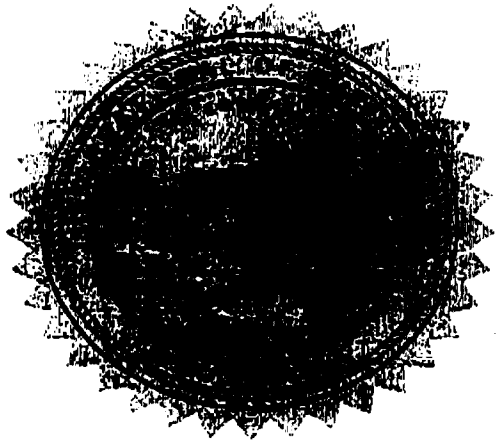
I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That the attached transcript of 9 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 26 2000

Secretary of State



Received Time - JUN - 6 7:43AM

30620070

**AGREEMENT AND PLAN OF MERGER
OF SIMPLEXITY, INC.
A DELAWARE CORPORATION
AND 1010WEB
A CALIFORNIA CORPORATION**

ENDORSED & FILED
In the office of the Secretary of State
of the State of California

APR 12 2000

BILL JONES, Secretary of State

THIS AGREEMENT AND PLAN OF MERGER dated as of April 9, 2000, (the "Agreement") is between Simplicity, Inc., a Delaware corporation ("Simplicity") and 1010WEB, a California corporation ("1010WEB"). Simplicity and 1010WEB are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Simplicity is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital of 45,000,000 shares, 30,000,000 of which are designated "Common Stock", \$.001 par value and 15,000,000 of which are designated as "Preferred Stock", \$.001 par value. Of such authorized shares of Preferred Stock, 2,199,995 shares are designated "Series A Preferred Stock" and 11,000,000 shares are designated "Series B Preferred Stock". As of the date of this Agreement of Merger, 1,000 shares of Common Stock were issued and outstanding, all of which were held by 1010WEB. No shares of Preferred Stock were outstanding.

B. 1010WEB is a corporation duly organized and existing under the laws of the State of California and has an authorized capital of 45,000,000 shares, 30,000,000 of which are designated "Common Stock", no par value and 15,000,000 of which are designated "Preferred Stock", no par value. Of such authorized shares of Preferred Stock, 2,199,995 shares are designated "Series A Preferred Stock" and 11,000,000 shares are designated as "Series B Preferred Stock". As of the date of this Agreement of Merger, 9,377,240 shares of Common Stock, 2,199,995 shares of Series A Preferred Stock and 10,177,493 shares of Series B Preferred Stock were issued and outstanding.

C. The Board of Directors of 1010WEB has determined that, for the purpose of effecting the reincorporation of 1010WEB in the State of Delaware, it is advisable and in the best interests of 1010WEB that 1010WEB merge with and into Simplicity upon the terms and conditions herein provided.

D. The respective Boards of Directors of Simplicity and 1010WEB have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Simplicity and 1010WEB hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

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NO. 565 P002

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TRADEMARK

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California Corporations Code, 1010WEB shall be merged with and into Simplicity (the "Merger"), the separate existence of 1010WEB shall cease and Simplicity shall be, and is herein sometimes referred as, the "Surviving Corporation", and the name of the Surviving Corporation shall be Simplicity, Inc.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California General Corporation Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Agreement and Plan of Merger meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of 1010WEB shall cease and Simplicity, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and 1010WEB's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of 1010WEB in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Simplicity as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of 1010WEB in the same manner as if Simplicity had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California Corporations Code.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Simplicity as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Simplexity as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of 1010WEB immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 1010WEB Common Shares. Upon the Effective Date of the Merger, each share of 1010WEB Common Stock, \$.001 par value, issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Common Stock, \$.001 par value, of the Surviving Corporation. No fractional share interests of Surviving Corporation Common Stock shall be issued. In lieu thereof, any fractional share interests to which a holder would otherwise be entitled shall be aggregated.

3.2 1010WEB Preferred Shares.

(a) Upon the Effective Date of the Merger, each share of 1010WEB Series A and Series B Preferred stock issued and outstanding immediately prior to the Merger, which shares are convertible into such number of shares of 1010WEB Common Stock as set forth in the 1010WEB Articles of Incorporation, as amended, shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into or exchanged for one fully paid and nonassessable share of Series A and Series B Preferred Stock, \$.001 par value, of the Surviving Corporation, respectively, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation, which share of Preferred Stock shall be convertible into the same number of shares of the Surviving Corporation's Common Stock, \$.001 par value, as such share of 1010WEB Preferred Stock was so convertible into immediately prior to the Effective Date of the Merger, subject to adjustment pursuant to the terms of the Certificate of Incorporation of the Surviving Corporation.

3.3 1010WEB Options, Stock Purchase Rights and Convertible Securities.

(a) Upon the Effective Date of the Merger, the Surviving Corporation shall assume the obligations of 1010WEB under, and continue, the option plans and all other employee benefit plans of 1010WEB. Each outstanding and unexercised option, other right to purchase, or security convertible into, 1010WEB Common Stock or 1010WEB Preferred Stock (a "Right") shall become, subject to the provisions in paragraph (c) hereof, an option, right to purchase or a security convertible into the Surviving Corporation's Common Stock or Preferred Stock, respectively, on the basis of one share of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, for each one share of 1010WEB Common Stock or Preferred Stock, as the case may be, issuable

pursuant to any such Right, on the same terms and conditions and at an exercise price equal to the exercise price applicable to any such 1010WEB Right at the Effective Date of the Merger. This paragraph 3.3(a) shall not apply to 1010WEB Common Stock or Preferred Stock. Such Common Stock and Preferred Stock are subject to paragraph 3.1 and 3.2, respectively, hereof.

(b) A number of shares of the Surviving Corporation's Common Stock and Preferred Stock shall be reserved for issuance upon the exercise of options, stock purchase rights and convertible securities equal to the number of shares of 1010WEB Common Stock and 1010WEB Preferred Stock so reserved immediately prior to the Effective Date of the Merger.

(c) The assumed Rights shall not entitle any holder thereof to a fractional share upon exercise or conversion (unless the holder was entitled to a fractional interest immediately prior to the Merger). In lieu thereof, any fractional share interests to which a holder of an assumed Right would otherwise be entitled upon exercise or conversion shall be aggregated (but only with other similar Rights which have the same per share terms). To the extent that after such aggregation, the holder would still be entitled to a fractional share with respect thereto upon exercise or conversion, the holder shall be entitled upon the exercise or conversion of all such assumed Rights pursuant to their terms (as modified herein), to one full share of Common Stock or Preferred Stock in lieu of such fractional share. With respect to each class of such similar Rights, no holder will be entitled to more than one full share in lieu of a fractional share upon exercise or conversion.

Notwithstanding the foregoing, with respect to options issued under the 1010WEB 1999 Stock Option Plan, that is assumed in the Merger, the number of shares of Common Stock to which the holder would be otherwise entitled upon exercise of each such assumed option following the Merger shall be rounded down to the nearest whole number and the exercise price shall be rounded up to the nearest whole cent. In addition, no "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the optionees pursuant to the assumption of their options.

3.4 Simplexity Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$.001 par value, of Simplexity issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Simplexity, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.5 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of 1010WEB Common Stock or Preferred Stock may be asked to surrender the same for cancellation to an exchange agent, whose name will be delivered to holders prior to any requested exchange (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of 1010WEB Common Stock or Preferred Stock shall be deemed for all purposes to represent the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, respectively, into which such shares of 1010WEB Common Stock or Preferred Stock, as the case may be, were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Common Stock or Preferred Stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing Common Stock or Preferred Stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of 1010WEB so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of the Surviving Corporation's stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

IV. GENERAL

4.1 Covenants of Simplicity. Simplicity covenants and agrees that it will, on or before the Effective Date of the Merger:

- (a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.
- (b) File any and all documents with the California Franchise Tax Board necessary for the assumption by Simplicity of all of the franchise tax liabilities of 1010WEB.
- (c) Take such other actions as may be required by the California General Corporation Law.

4.2 Further Assurances. From time to time, as and when required by Simplicity or by its successors or assigns, there shall be executed and delivered on behalf of 1010WEB such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Simplicity the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of 1010WEB and otherwise to carry out the purposes of this Agreement, and the officers and directors of Simplicity are fully authorized in the name and on behalf of 1010WEB or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 **Abandonment.** At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either 1010WEB or of Simplicity, or of both, notwithstanding the approval of this Agreement by the shareholders of 1010WEB or by the stockholders of Simplicity, or by both.

4.4 **Amendment.** The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

4.5 **Registered Office.** The registered office of the Surviving Corporation in the State of Delaware is 1013 Centre Road, Wilmington, County of New Castle, DE 19805 and Corporation Service Company is the registered agent of the Surviving Corporation at such address.

4.6 **Agreement.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 11600 Sunrise Valley Drive, Suite 290, Reston, VA 20191, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 **Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California Corporations Code.


4.8 **FIRPTA Notification.** (a) On the Effective Date of the Merger, 1010WEB shall deliver to Simplicity, as agent for the shareholders of 1010WEB, a properly executed statement (the "Statement") substantially in the form attached hereto as Exhibit A. Simplicity shall retain the Statement for a period of not less than seven years and shall, upon request, provide a copy thereof to any person that was a shareholder of 1010WEB immediately prior to the Merger. In consequence of the approval of the Merger by the shareholders of 1010WEB, (i) such shareholders shall be considered to have requested that the Statement be delivered to Simplicity as their agent and (ii) Simplicity shall be considered to have received a copy of the Statement at the request of the 1010WEB shareholders for purposes of satisfying Simplicity's obligations under Treasury Regulation Section 1.1445-2(c)(3).

(b) 1010WEB shall deliver to the Internal Revenue Service a notice regarding the Statement in accordance with the requirements of Treasury Regulation Section 1.897-2(h)(2).

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Simplexity and 1010WEB is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.


Simplexity, Inc.
a Delaware corporation

By: 
Thomas J. Kilcoyne
President and Chief Executive Officer

By: 
Susan K. Venner
Secretary

1010WEB
a California corporation

By: 
Thomas J. Kilcoyne
President and Chief Executive Officer

By: 
Susan K. Venner
Secretary


CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Thomas J. Kilcoyne and Susan K. Venner state and certify that:


1. They are the President and Secretary, respectively, of 1010WEB, a California corporation.
2. The agreement of merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock". Two series of Preferred Stock have been authorized, designated "Series A Preferred Stock" and "Series B Preferred Stock," respectively.
4. There were 9,377,240 shares of Common Stock, 2,199,995 shares of Series A Preferred Stock, and 10,177,493 shares of Series B Preferred Stock, outstanding as of April 10, 2000.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.
6. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Preferred Stock outstanding, voting together as a class on an as converted into Common Stock ("Common Equivalent") basis, more than 50% of the votes entitled to be cast by holders of Common Stock outstanding voting as a class, more than 50% of the votes entitled to be cast by holders of Common Stock and Preferred Stock outstanding, voting together as a class on a Common Equivalent basis, and more than 75% of the votes entitled to be cast by holders of the Series B Preferred Stock outstanding voting as a class on a Common Equivalent basis.

On the date set forth below, in the Town of Reston in the State of Virginia, each of the undersigned do hereby declare under the penalty of perjury under the laws of the State of California that they signed the foregoing certificate in the official capacity set forth beneath their signature, and that the statements set forth in said certificate are true of their own knowledge.

Signed on April 10, 2000



 Thomas J. Kilcoyne, President



 Susan K. Venner, Secretary





June 7, 2000

Box ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Re: REQUEST FOR RECORDATION OF MERGER

Mark: SIMPLEXITY
Application No.: 75/775778
Applicant: Simplexity, Inc. (formerly 1010WEB)
Filing Date: August 10, 1999
Attorney Docket No.: 23567-TM1003

Mark: TELEMEDIARY
Application No.: 75/806017
Applicant: Simplexity, Inc. (formerly 1010WEB)
Filing Date: September 22, 1999
Attorney Docket No.: 23567-TM1004

Mark: SIMPLEXITY.COM
Application No.: 75/772315
Applicant: Simplexity, Inc. (formerly 1010WEB)
Filing Date: August 10, 1999
Attorney Docket No.: 23567-TM1005

CERTIFICATE OF MAILING UNDER
37 C.F.R. §1.8(a)

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231, on:

<u>Suet W. Tam</u>	<u>June 7, 2000</u>
Print Name	Date of Deposit
<u></u>	<u>6-7-00</u>
Signature	Date

Mark: THE WORLD'S LEADING COMMUNICATIONS
MARKETPLACE
Application No.: 75/808715
Applicant: Simplexity, Inc. (formerly 1010WEB)
Filing Date: September 27, 1999
Attorney Docket No.: 23567-TM1006

Mark: THE WORLD'S FIRST TELEMEDIARY
Application No.: 75/808879
Applicant: Simplexity, Inc. (formerly 1010WEB)
Filing Date: September 27, 1999
Attorney Docket No.: 23567-TM1007

Mark: SIMPLESAYER
Application No.: 75/808741
Applicant: Simplexity, Inc. (formerly 1010WEB)
Filing Date: September 27, 1999
Attorney Docket No.: 23567-TM1012

Mark: XACT
Application No.: 75/887074
Applicant: Simplexity, Inc. (formerly 1010WEB)
Filing Date: January 4, 2000
Attorney Docket No.: 23567-TM1024

Mark: MISCELLANEOUS DESIGN
Application No.: 75/887228
Applicant: Simplexity, Inc. (formerly 1010WEB)
Filing Date: January 4, 2000
Attorney Docket No.: 23567-TM1025

Dear Commissioner:

Enclosed for filing is a copy of the certified copy of the Agreement and Plan of Merger of Simplexity, Inc., a Delaware Corporation, and 1010WEB, a California Corporation. Simplexity, Inc., the Delaware corporation, is the surviving entity. Also enclosed is an executed Recordation Form Cover Sheet for the applications listed above.

Also enclosed is a check made payable to the "Commissioner of Patents and Trademarks" in the amount of \$215.00 for the recording of this Merger. The Commissioner is authorized to charge any