

01-31-2002

FORM PTO-1594
(Rev. 6-93)



TEET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of
thereof.

101965993

of the attached original documents or copy

1. Name of conveying party(ies):
Reason, Inc.

Individual(s) Association

General Partnership Limited Partnership
 Corporation-State Colorado
 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: July 19, 2000

1-23-02

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

Internal Address: _____

Street Address: 3025 South Parker Road, Suite 800

City: Aurora State: Colorado ZIP 80014

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
 (Designation 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) 78/053,009

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 2,493,077

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

Internal Address: Attn: Keith J. Berets, Esq.

Street Address: 380 Interlocken Crescent, Suite 900

City: Broomfield State: Colorado ZIP 80021

6. Total number of applications and registration
involved:
2

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (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.

Keith J. Berets, Esq. January 4, 2002
 Keith J. Berets, Esq. Date

Total number of pages including cover sheet, attachments, and document: 4

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

01/30/2002 LMUELLER 00000110 78053009

01 FC:481 40.00 OP
02 FC:482 25.00 OP

165937 v1/BD
3K1D01!.DOC

TRADEMARK
REEL: 002433 FRAME: 0478

Delaware

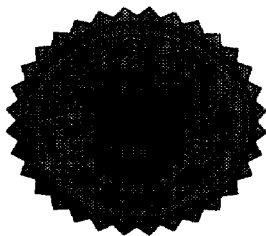
PAGE 1

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 OF "REASON, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

3248944 8100

020005040



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1539219

DATE: 01-03-02

TRADEMARK

REEL: 002433 FRAME: 0479

CERTIFICATE OF MERGER OF

REASON, INC.
a Colorado corporation

WITH AND INTO

REASON, INC.
a Delaware corporation

Reason, Inc., a Colorado corporation (the "Company"), DOES HEREBY CERTIFY AS FOLLOWS in accordance with Section 252(c) of the Delaware General Corporation Law:

FIRST: The names of the corporations proposing to merge (the "Constituent Corporations") and the states under which such corporations are incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Reason, Inc. ("Reason Colorado")	Colorado
Reason, Inc. ("Reason Delaware")	Delaware

SECOND: An agreement and plan of merger has been adopted, approved, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law and Section 7-111-103 of the Colorado Business Corporation Act (the "Agreement and Plan of Merger").

THIRD: The name of the surviving corporation shall be "Reason, Inc." The surviving corporation shall be governed by the laws of the State of Delaware.

FOURTH: The Certificate of Incorporation of Reason Delaware shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 568 Pearl Street, Denver, Colorado 80209.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

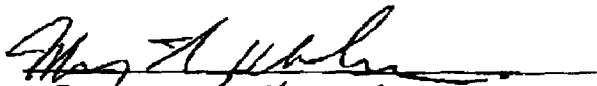
SEVENTH: Reason Colorado is authorized to issue Twenty Million (20,000,000) shares of common stock, at no par value per share and Ten Million (10,000,000) shares of preferred stock, at no par value.

Executed and verified this 19th day of July, 2000.

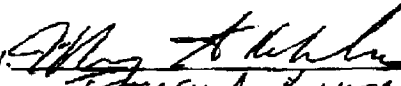
REASON, INC.
a Colorado corporation

By: 
JEFFREY A. KOHLER
Chief Executive Officer

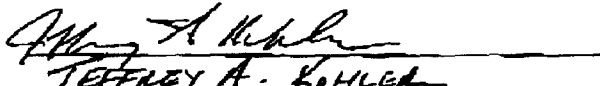
ATTEST:


JEFFREY A. KOHLER
Secretary

REASON, INC.
a Delaware corporation

By: 
JEFFREY A. KOHLER
Chief Executive Officer

ATTEST:


JEFFREY A. KOHLER
Secretary