

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MindVision, Inc.		12/31/2007	CORPORATION: NEBRASKA

**RECEIVING PARTY DATA**

Name:	DR globalDirect, Inc.
Street Address:	9625 West 76th Street
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2677976	ESELLERATE
Registration Number:	2677977	ESELLERATE

**CORRESPONDENCE DATA**

Fax Number: (612)233-1317  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: sdempster@noakspa.com  
 Correspondent Name: Shawn Dempster  
 Address Line 1: 45 Island Road  
 Address Line 4: North Oaks, MINNESOTA 55127

ATTORNEY DOCKET NUMBER:	D33-061-02-00
NAME OF SUBMITTER:	Shawn B Dempster
Signature:	/Shawn B Dempster/

Date:

04/23/2008

**Total Attachments: 21**

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# 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:

"EMETRIX, INC.", A MINNESOTA CORPORATION,

"MINDVISION, INC.", A NEBRASKA CORPORATION,

"REG.NET, INC.", A MINNESOTA CORPORATION,

"REGNOW, INC.", A MINNESOTA CORPORATION,

"REGSOFT, INC.", A MINNESOTA CORPORATION,

"SWREG, INC.", A MINNESOTA CORPORATION,

WITH AND INTO "DR GLOBALDIRECT, INC." UNDER THE NAME OF "DR GLOBALDIRECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 8 O'CLOCK A.M.

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



4402136 8100M

071374965

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6275583

DATE: 12-31-07

TRADEMARK  
REEL: 003765 FRAME: 0068

**CERTIFICATE OF MERGER  
MERCING**

**EMETRIX, INC.**  
(a Minnesota corporation)

**AND**

**MINDVISION, INC.**  
(a Nebraska corporation)

**AND**

**REG.NET, INC.**  
(a Minnesota corporation)

**AND**

**REGNOW, INC.**  
(a Minnesota corporation)

**AND**

**REGSOFT, INC.**  
(a Minnesota corporation)

**AND**

**SWREG, INC.**  
(a Minnesota corporation)

**INTO**

**DR GLOBALDIRECT, INC.**  
(a Delaware corporation)

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation has executed the following Certificate of Merger:

FIRST: The name and state of incorporation of each of the constituent corporations to the merger certified to hereby (the "Merger") are

DR globalDirect, Inc., a Delaware corporation ("DR globalDirect");  
Emetrix, Inc., a Minnesota corporation ("Emetrix");  
Reg.Net, Inc., a Minnesota corporation ("Reg.Net");

RegNow, Inc., a Minnesota corporation (“RegNow”);  
RegSoft, Inc., a Minnesota corporation (“RegSoft”);  
SWReg, Inc., a Minnesota corporation (“SWReg”), and  
MindVision, Inc., a Nebraska corporation (“MindVision”).

Emetrix, MindVision, Reg.Net, RegNow, RegSoft, SWReg, and DR globalDirect are hereinafter collectively referred to as the “Constituent Corporations.”

SECOND: An Agreement and Plan of Merger (the “Agreement”) has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Title 8, Section 252 of the DGCL.

THIRD: The name of the corporation surviving the Merger is DR globalDirect, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of DR globalDirect shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The Agreement is on file at 9625 W. 76th Street, Eden Prairie, Minnesota 55344, the place of business of the surviving corporation.

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


SEVENTH: The authorized capital stock of each Constituent Corporation which is not incorporated in the State of Delaware is as follows:

- a. The number of authorized shares of Emetrix is 1,000,000 shares of common stock, par value \$0.01.
- b. The number of authorized shares of MindVision is 10,000 shares of common stock, par value \$0.01.
- c. The number of authorized shares of Reg.Net is 1,000,000 shares of common stock, par value \$0.01.
- d. The number of authorized shares of RegNow is 100,000 shares of common stock, par value \$0.01.
- e. The number of authorized shares of RegSoft is 100,000 shares of common stock, par value \$0.01.
- f. The number of authorized shares of SWReg is 1,000,000 shares of common stock, par value \$0.01.

g. The number of authorized shares of DR globalDirect is 1,000 shares of common stock, par value \$0.001.

**IN WITNESS WHEREOF**, the surviving corporation has caused this Certificate of Merger to be duly executed as of December 28, 2007.

DR GLOBALDIRECT, INC.

  
By: ~~VP~~ Kevin L. Crudden  
Its: ~~VP~~ General Counsel

658743-2  
550700-2  
545534-2  
545534-3  
1029713-4

State of Minnesota

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# SECRETARY OF STATE

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## Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

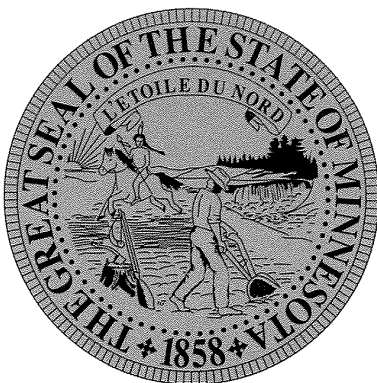
Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: EMETRIX, INC.  
MN: REG.NET, INC.  
MN: REGNOW, INC.  
MN: REGSOFT, INC.  
MN: SWREG, INC.  
DE: DR GLOBALDIRECT, INC.

State of Formation and Name of Surviving Entity:

DE: DR GLOBALDIRECT, INC.



*Mark Ritchie*  
Secretary of State.

TRADEMARK

REEL: 003765 FRAME: 0072

State of Minnesota

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**SECRETARY OF STATE**

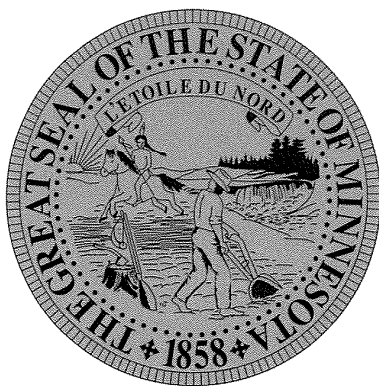
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Effective Date of Merger: 12/31/07

Name of Surviving Entity after Effective Date of Merger:

DR GLOBALDIRECT, INC.

This Certificate has been issued on: 12/31/2007



*Mark Ritchie*  
Secretary of State.

TRADEMARK

REEL: 003765 FRAME: 0073





26521910002

658743-2  
550700-2  
545534-2  
545534-3  
1029713-4

DC-M

**ARTICLES OF MERGER  
OF**

**EMETRIX, INC.**  
(a Minnesota corporation)

**AND**

**REG.NET, INC.**  
(a Minnesota corporation)

**AND**

**REGNOW, INC.**  
(a Minnesota corporation)

**AND**

**REGSOFT, INC.**  
(a Minnesota corporation)

**AND**

**SWREG, INC.**  
(a Minnesota corporation)

**AND**

**MINDVISION, INC.**  
(a Nebraska corporation)

**INTO**

**DR GLOBALDIRECT, INC.**  
(a Delaware corporation)

Pursuant to the provisions of the Minnesota Business Corporation Act, each of the undersigned corporations hereby certifies the following Articles of Merger for the purpose of merging each of them with and into DR globalDirect, a Delaware corporation:

1. **Constituent Corporations.** The names of the corporations that are parties to the merger (the "**Constituent Corporations**") are:
  - a. Emetrix, Inc., a Minnesota corporation ("**Emetrix**");
  - b. Reg.Net, Inc., a Minnesota corporation ("**Reg.Net**");
  - c. RegNow, Inc., a Minnesota corporation ("**RegNow**");
  - d. RegSoft, Inc., a Minnesota corporation ("**RegSoft**");
  - e. SWReg, Inc., a Minnesota corporation ("**SWReg**");

MP2 15323236.3

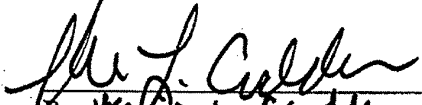
**TRADEMARK**  
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- f. MindVision, Inc., a Nebraska corporation ("**MindVision**"); and
  - g. DR globalDirect, Inc., a Delaware corporation ("**DR globalDirect**").
2. Name of Surviving Corporation. The corporation to survive the Merger is DR globalDirect, Inc., a Delaware corporation.
  3. Agreement and Plan of Merger. The Agreement and Plan of Merger is set forth in Exhibit A hereto and is incorporated herein by reference.
  4. Approval of Plan of Merger. The Agreement and Plan of Merger has been approved by each of the Constituent Corporations as follows:
    - a. by the Board of Directors and sole stockholder of each of Emetrix, Reg.Net, RegNow, RegSoft and SWReg, pursuant to the Minnesota Business Corporation Act;
    - b. by the Board of Directors and sole stockholder of MindVision, pursuant to the Business Corporation Act of the State of Nebraska; and
    - c. by the Board of Directors and sole stockholder of DR globalDirect, pursuant to the Delaware General Corporation Law.
  5. Effective Date of Merger. The effective date and time of the Merger shall be the latest of the dates on which (i) these Articles of Merger have been filed with the Secretary of State of the State of Minnesota; (ii) related Articles of Merger have been filed with the Secretary of State of the State of Nebraska; and (iii) a related Certificate of Merger has been filed with the Secretary of State of the State of Delaware.
  6. Agreements Pursuant to Statute. Pursuant to Minnesota Business Corporation Act Section 302A.651 subd. 4, DR globalDirect hereby agrees that:
    - a. it may be served with process in Minnesota in a proceeding for the enforcement of any obligation of Emetrix, Reg.Net, RegNow, RegSoft, SWReg or MindVision, and if applicable, in a proceeding for the enforcement of the rights of a dissenting shareholder of Emetrix, Reg.Net, RegNow, RegSoft, SWReg, and MindVision against DR globalDirect;
    - b. irrevocably appoints the Minnesota Secretary of State as its agent to accept service of process in any proceeding, which process may be forwarded to 9625 W. 76th Street, #150, Eden Prairie, Minnesota 55344; and
    - c. if applicable, will promptly pay to the dissenting shareholders of each of Emetrix, Reg.Net, RegNow, RegSoft, and SWReg the amount, if any, to which they are entitled under Minnesota Business Corporation Act Section 302A.473.


\* \* \* \* \*

IN WITNESS WHEREOF, each of the following entities has caused these Articles of Merger to be executed as of December 28, 2007.


**DR GLOBAL DIRECT, INC.,**  
a Delaware corporation

  
By: Kevin L. Cradden  
Its: VP/General Counsel

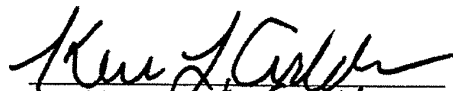
**EMETRIX, INC.,**  
a Minnesota corporation

  
By: Kevin L. Cradden  
Its: VP/General Counsel


**REG.NET, INC.,**  
a Minnesota corporation

  
By: Kevin L. Cradden  
Its: VP/General Counsel


**REGNOW, INC.,**  
a Minnesota corporation

  
By: Kevin L. Cradden  
Its: VP/General Counsel

**REGSOFT, INC.,**  
a Minnesota corporation

  
By: Kevin L. Cradden  
Its: VP/General Counsel

**SWREG, INC.,**  
a Minnesota corporation

  
By: Kevin L. Cradden  
Its: VP/General Counsel

**MINDVISION,**  
a Nebraska corporation

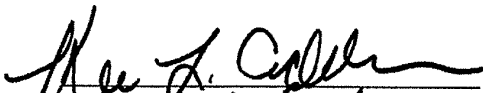
  
By: Kevin L. Cradden  
Its: VP/General Counsel

Exhibit A: Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER  
OF

EMETRIX, INC.  
(a Minnesota corporation)

AND

REG.NET, INC.  
(a Minnesota corporation)

AND

REGNOW, INC.  
(a Minnesota corporation)

AND

REGSOFT, INC.  
(a Minnesota corporation)

AND

SWREG, INC.  
(a Minnesota corporation)

AND

MINDVISION, INC.  
(a Nebraska corporation)

INTO

DR GLOBALDIRECT, INC.  
(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the "Effective Date" (as defined in Section 2 hereof), by and between Emetrix, Inc., a Minnesota corporation ("**Emetrix**"); Reg.Net, Inc., a Minnesota corporation ("**Reg.Net**"); RegNow, Inc., a Minnesota corporation ("**RegNow**"); RegSoft, Inc., a Minnesota corporation ("**RegSoft**"); SWReg, Inc., a Minnesota corporation ("**SWReg**"); MindVision, Inc., a Nebraska corporation ("**MindVision**"); and DR globalDirect, Inc., a Delaware corporation ("**DR globalDirect**"). Emetrix, Reg.Net, RegNow, RegSoft, SWReg, MindVision, and DR globalDirect are hereinafter collectively referred to as the "**Constituent Corporations**."

## RECITALS:

A. Each of the Constituent Corporations is validly formed and in good standing under the laws of its respective jurisdiction.

B. For business reasons, each of the Constituent Corporations desires to have Emetrix, Reg.Net, RegNow, RegSoft, SWReg, and MindVision merged with and into DR globalDirect in accordance with applicable provisions of (i) the laws of the State of Delaware, including the Delaware General Corporation Law, Title 8, Chapter 1 (the "DGCL"); (ii) the laws of the State of Minnesota, including the Minnesota Business Corporation Act, Chapter 302A (the "MBCA"); and (iii) the laws of the State of Nebraska, including the Business Corporation of the Act, Section 21-2001 *et seq.* (the "NBCA").

**NOW THEREFORE**, in consideration of the premises and mutual covenants herein contained, the parties hereby agree as follows:

1. **Merger.** On the Effective Date (as defined in Section 2 hereof), each of Emetrix, Reg.Net, RegNow, RegSoft, SWReg, and MindVision shall be merged with and into DR globalDirect, with DR globalDirect being the surviving corporation (the "Merger"), pursuant to the applicable provisions of the DGCL, the MBCA, and the NBCA.

2. **Effective Date.** The Merger shall become effective upon the latest of the dates on which (i) a required Certificate of Merger has been filed with the Secretary of State of the State of Delaware; (ii) required Articles of Merger have been filed with the Secretary of State of the State of Minnesota; (iii) required Articles of Merger have been filed with the Secretary of State of the State of Nebraska (the "Effective Date").

3. **Surviving Corporation.** On the Effective Date, the separate corporate existence of Emetrix, Reg.Net, RegNow, RegSoft, SWReg, and MindVision shall cease and the Constituent Corporations shall become a single corporation with DR globalDirect being the surviving corporation. Thereafter, DR globalDirect, as the surviving corporation, shall have all of the rights, privileges, immunities and powers, and will be subject to all of the duties and liabilities, of a corporation incorporated under the laws of the State of Delaware.

On the Effective Date, DR globalDirect, as the surviving corporation, shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on any account, including subscription to shares, and all other causes of action, and every other interest of or belonging to or due to each of the Constituent Corporations shall vest in DR globalDirect as the surviving corporation, without any further act or deed.

On the Effective Date, DR globalDirect, as the surviving corporation, shall become responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and a claim of or against, or a pending proceeding by or against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or DR globalDirect, as the surviving corporation, may be substituted in the place of any of the other Constituent Corporations. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

4. **Conversion of Outstanding Shares Upon Merger.** The manner and basis of converting and exchanging the outstanding stock of the Constituent Corporations upon the Effective Date is as follows:

- (a) All of the then-outstanding shares of capital stock of Emetrix shall be exchanged for 100 shares of DR globalDirect;
- (b) All of the then-outstanding shares of capital stock of Reg.Net shall be exchanged for 100 shares of DR globalDirect;
- (c) All of the then-outstanding shares of capital stock of RegNow shall be exchanged for 100 shares of DR globalDirect;
- (d) All of the then-outstanding shares of capital stock of RegSoft shall be exchanged for 100 shares of DR globalDirect;
- (e) All of the then-outstanding shares of capital stock of SWReg shall be exchanged for 100 shares of DR globalDirect; and
- (f) All of the then-outstanding shares of capital stock of MindVision shall be exchanged for 100 shares of DR globalDirect.
- (g) All of the then-outstanding shares of capital stock of DR globalDirect shall not be exchanged or converted but shall remain outstanding as shares of capital stock of DR globalDirect.

5. **Name.** The surviving corporation shall continue under the name DR globalDirect, Inc., a Delaware corporation.

6. **No Amendment to Certificate of Incorporation.** The Certificate of Incorporation of DR globalDirect in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation of DR globalDirect, as the surviving corporation, until altered or amended as provided under the Delaware General Corporation Law.

7. **No Amendment to Bylaws.** The Bylaws of DR globalDirect in effect immediately prior to the Effective Date shall continue to be the Bylaws of DR globalDirect, as the surviving corporation, until altered, amended or repealed as provided therein, under the Certificate of Incorporation of DR globalDirect, or under the DGCL.

8. **Directors and Officers.** The directors and officers of DR globalDirect in office immediately prior to the Effective Date shall continue to be the directors and officers, respectively, of DR globalDirect, as the surviving corporation, until the expiration of their terms as such or until their successor or successors shall otherwise be duly elected.

9. **Termination or Abandonment.** Notwithstanding anything in this Agreement to the contrary, this Agreement may be terminated and abandoned prior to the Effective Date by action of a majority of the Board of Directors of DR globalDirect. In the event this Agreement is terminated or abandoned by the Board of Directors of DR globalDirect pursuant to the previous

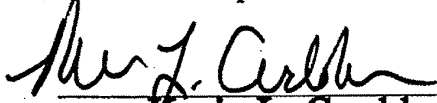
sentence, all contractual rights hereunder shall terminate, and this Agreement shall become null and void without any further liability or obligation on the part of any of the parties hereto.

10. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together, once executed and delivered, shall constitute one and the same instrument.

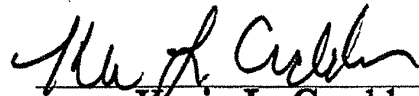
11. **Amendment.** This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date set forth above.


**DR GLOBAL DIRECT, INC.,**  
a Delaware corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel

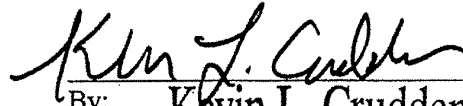
**EMETRIX, INC.,**  
a Minnesota corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel


**REG.NET, INC.,**  
a Minnesota corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel

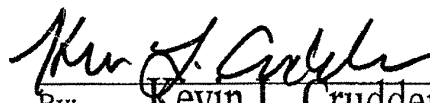
**REGNOW, INC.,**  
a Minnesota corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel

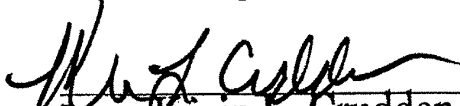
**REGSOFT, INC.,**  
a Minnesota corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel

**SWREG, INC.,**  
a Minnesota corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel

**MINDVISION,**  
a Nebraska corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel

MP2 15397783.1

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED 

DEC 31 2007

  
Secretary of State

STATE OF NEBRASKA ♦ SECRETARY OF STATE'S OFFICE  
1445 "K" STREET • STATE CAPITOL SUITE 1301 • LINCOLN, NE • 68509  
BUSINESS SERVICES DIVISION

CORPORATIONS

P.O. BOX 94608  
(402) 471-4079  
FAX: 471-3666

UNIFORM COMMERCIAL CODE

P.O. BOX 95104  
(402) 471-4080  
FAX: 471-4429

NOTARY

P.O. BOX 95104  
(402) 471-2558  
FAX: 471-4429

**JOHN A. GALE**  
Secretary of State

[www.sos.state.ne.us](http://www.sos.state.ne.us)

**JUDY JOBMAN**  
Deputy Secretary of State

WOODS & AITKEN  
SUITE 500  
301 SOUTH 13TH STREET  
LINCOLN, NE 68508

December 31, 2007

**ACKNOWLEDGEMENT OF FILING**

The document(s) listed below were filed with the Nebraska Secretary of State's Office, Corporation Division. A label has been affixed to each filing signifying the filing stamp for the Nebraska Secretary of State's Office, Corporation Division. This filing label indicates the date and time of the filing and also references a document number that can be used to reference this filing in the future.

**ACKNOWLEDGEMENT OF FILING FEES RECEIVED**

Action/Service	Company/Entity Name	Fee Received
Merge In	DR GLOBALDIRECT, INC.	25.00
Per Page Charge	DR GLOBALDIRECT, INC.	35.00
Merge Out	MINDVISION, INC.	0.00
	Total Fees Received	\$60.00

David Boyce  
Filing Officer



ARTICLES OF MERGER  
OF

MINDVISION, INC.  
(a Nebraska corporation)

AND

EMETRIX, INC.  
(a Minnesota corporation)

AND

REG.NET, INC.  
(a Minnesota corporation)

AND

REGNOW, INC.  
(a Minnesota corporation)

AND

REGSOFT, INC.  
(a Minnesota corporation)

AND

SWREG, INC.  
(a Minnesota corporation)

INTO

DR GLOBALDIRECT, INC.  
(a Delaware corporation)

Pursuant to the provisions of the Business Corporation Act of the State of Nebraska, DR globalDirect, Inc., a Delaware corporation ("DR globalDirect") hereby certifies the following Articles of Merger relating to the merger of

MindVision, Inc., a Nebraska corporation ("MindVision");  
Emetrix, Inc., a Minnesota corporation ("Emetrix");  
Reg.Net, Inc., a Minnesota corporation ("Reg.Net");  
RegNow, Inc., a Minnesota corporation ("RegNow");  
RegSoft, Inc., a Minnesota corporation ("RegSoft"); and  
SWReg, Inc., a Minnesota corporation ("SWReg");

with and into DR globalDirect (the "Merger");

FIRST: A copy of an Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by this reference.

SECOND: The Plan has been approved by the sole shareholder of each of the corporations party to the Merger as follows:

(a) With respect to MindVision:

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled To Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common	1,000	1,000	1,000

No shares were cast against the Plan by any voting group. The number of shares cast for the Plan by each voting group was sufficient for approval by that voting group.

(b) With respect to Emetrix:

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled To Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common	100	100	100

No shares were cast against the Plan by any voting group. The number of shares cast for the Plan by each voting group was sufficient for approval by that voting group.

(c) With respect to Reg.Net:

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled To Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common	100	100	100

No shares were cast against the Plan by any voting group. The number of shares cast for the Plan by each voting group was sufficient for approval by that voting group.

(d) With respect to RegNow:

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled To Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common	100	100	100

No shares were cast against the Plan by any voting group. The number of shares cast for the Plan by each voting group was sufficient for approval by that voting group.

(e) With respect to RegSoft:

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled To Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common	100	100	100

No shares were cast against the Plan by any voting group. The number of shares cast for the Plan by each voting group was sufficient for approval by that voting group.

(f) With respect to SWReg:

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled To Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common	100	100	100

No shares were cast against the Plan by any voting group. The number of shares cast for the Plan by each voting group was sufficient for approval by that voting group.

(g) With respect to DR globalDirect:

<u>Designation of Voting Group</u>	<u>No. of Shares Outstanding</u>	<u>Total No. of Shares Entitled To Vote</u>	<u>Total No. of Undisputed Votes in Favor</u>
Common	100	100	100

No shares were cast against the Plan by any voting group. The number of shares cast for the Plan by each voting group was sufficient for approval by that voting group.

THIRD: These Articles of Merger shall be effective as of the latest of the dates on which (i) these Articles of Merger have been filed with the Secretary of State of the State of Nebraska; (ii) related Articles of Merger have been filed with the Secretary of State of the State of Minnesota; and (iii) a related Certificate of Merger has been filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed effective as of the date set forth in Article Third above.

**DR GLOBAL DIRECT, INC.,**  
a Delaware corporation


  
By: Kevin L. Cradden  
Its: VP / General Counsel

Exhibit A: Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER  
OF**

**EMETRIX, INC.**  
(a Minnesota corporation)

**AND**

**REG.NET, INC.**  
(a Minnesota corporation)

**AND**

**REGNOW, INC.**  
(a Minnesota corporation)

**AND**

**REGSOFT, INC.**  
(a Minnesota corporation)

**AND**

**SWREG, INC.**  
(a Minnesota corporation)

**AND**

**MINDVISION, INC.**  
(a Nebraska corporation)

**INTO**

**DR GLOBALDIRECT, INC.**  
(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the "Effective Date" (as defined in Section 2 hereof), by and between Emetrix, Inc., a Minnesota corporation ("**Emetrix**"); Reg.Net, Inc., a Minnesota corporation ("**Reg.Net**"); RegNow, Inc., a Minnesota corporation ("**RegNow**"); RegSoft, Inc., a Minnesota corporation ("**RegSoft**"); SWReg, Inc., a Minnesota corporation ("**SWReg**"); MindVision, Inc., a Nebraska corporation ("**MindVision**"); and DR globalDirect, Inc., a Delaware corporation ("**DR globalDirect**"). Emetrix, Reg.Net, RegNow, RegSoft, SWReg, MindVision, and DR globalDirect are hereinafter collectively referred to as the "**Constituent Corporations**."

## RECITALS:

A. Each of the Constituent Corporations is validly formed and in good standing under the laws of its respective jurisdiction.

B. For business reasons, each of the Constituent Corporations desires to have Emetrix, Reg.Net, RegNow, RegSoft, SWReg, and MindVision merged with and into DR globalDirect in accordance with applicable provisions of (i) the laws of the State of Delaware, including the Delaware General Corporation Law, Title 8, Chapter 1 (the "DGCL"); (ii) the laws of the State of Minnesota, including the Minnesota Business Corporation Act, Chapter 302A (the "MBCA"); and (iii) the laws of the State of Nebraska, including the Business Corporation of the Act, Section 21-2001 *et seq.* (the "NBCA").

**NOW THEREFORE**, in consideration of the premises and mutual covenants herein contained, the parties hereby agree as follows:

1. **Merger.** On the Effective Date (as defined in Section 2 hereof), each of Emetrix, Reg.Net, RegNow, RegSoft, SWReg, and MindVision shall be merged with and into DR globalDirect, with DR globalDirect being the surviving corporation (the "**Merger**"), pursuant to the applicable provisions of the DGCL, the MBCA, and the NBCA.

2. **Effective Date.** The Merger shall become effective upon the latest of the dates on which (i) a required Certificate of Merger has been filed with the Secretary of State of the State of Delaware; (ii) required Articles of Merger have been filed with the Secretary of State of the State of Minnesota; (iii) required Articles of Merger have been filed with the Secretary of State of the State of Nebraska (the "**Effective Date**").

3. **Surviving Corporation.** On the Effective Date, the separate corporate existence of Emetrix, Reg.Net, RegNow, RegSoft, SWReg, and MindVision shall cease and the Constituent Corporations shall become a single corporation with DR globalDirect being the surviving corporation. Thereafter, DR globalDirect, as the surviving corporation, shall have all of the rights, privileges, immunities and powers, and will be subject to all of the duties and liabilities, of a corporation incorporated under the laws of the State of Delaware.

On the Effective Date, DR globalDirect, as the surviving corporation, shall possess all of the rights, privileges, immunities and franchises, of a public as well as of a private nature, of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on any account, including subscription to shares, and all other causes of action, and every other interest of or belonging to or due to each of the Constituent Corporations shall vest in DR globalDirect as the surviving corporation, without any further act or deed.

On the Effective Date, DR globalDirect, as the surviving corporation, shall become responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and a claim of or against, or a pending proceeding by or against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or DR globalDirect, as the surviving corporation, may be substituted in the place of any of the other Constituent Corporations. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

4. **Conversion of Outstanding Shares Upon Merger.** The manner and basis of converting and exchanging the outstanding stock of the Constituent Corporations upon the Effective Date is as follows:

(a) All of the then-outstanding shares of capital stock of Emetrix shall be exchanged for 100 shares of DR globalDirect;

(b) All of the then-outstanding shares of capital stock of Reg.Net shall be exchanged for 100 shares of DR globalDirect;

(c) All of the then-outstanding shares of capital stock of RegNow shall be exchanged for 100 shares of DR globalDirect;

(d) All of the then-outstanding shares of capital stock of RegSoft shall be exchanged for 100 shares of DR globalDirect;

(e) All of the then-outstanding shares of capital stock of SWReg shall be exchanged for 100 shares of DR globalDirect; and

(f) All of the then-outstanding shares of capital stock of MindVision shall be exchanged for 100 shares of DR globalDirect.

(g) All of the then-outstanding shares of capital stock of DR globalDirect shall not be exchanged or converted but shall remain outstanding as shares of capital stock of DR globalDirect.

5. **Name.** The surviving corporation shall continue under the name DR globalDirect, Inc., a Delaware corporation.

6. **No Amendment to Certificate of Incorporation.** The Certificate of Incorporation of DR globalDirect in effect immediately prior to the Effective Date shall continue to be the Certificate of Incorporation of DR globalDirect, as the surviving corporation, until altered or amended as provided under the Delaware General Corporation Law.

7. **No Amendment to Bylaws.** The Bylaws of DR globalDirect in effect immediately prior to the Effective Date shall continue to be the Bylaws of DR globalDirect, as the surviving corporation, until altered, amended or repealed as provided therein, under the Certificate of Incorporation of DR globalDirect, or under the DGCL.

8. **Directors and Officers.** The directors and officers of DR globalDirect in office immediately prior to the Effective Date shall continue to be the directors and officers, respectively, of DR globalDirect, as the surviving corporation, until the expiration of their terms as such or until their successor or successors shall otherwise be duly elected.

9. **Termination or Abandonment.** Notwithstanding anything in this Agreement to the contrary, this Agreement may be terminated and abandoned prior to the Effective Date by action of a majority of the Board of Directors of DR globalDirect. In the event this Agreement is terminated or abandoned by the Board of Directors of DR globalDirect pursuant to the previous

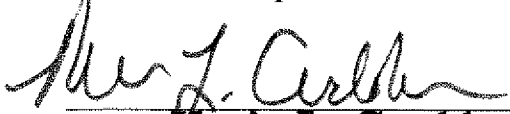
sentence, all contractual rights hereunder shall terminate, and this Agreement shall become null and void without any further liability or obligation on the part of any of the parties hereto.

10. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together, once executed and delivered, shall constitute one and the same instrument.


11. **Amendment.** This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement and Plan of Merger to be duly executed as of the date set forth above.

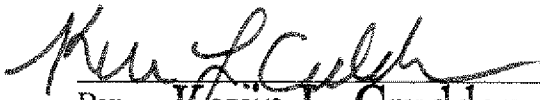
**DR GLOBAL DIRECT, INC.,**  
a Delaware corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel

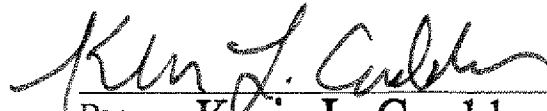
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a Nebraska corporation

  
By: Kevin L. Crudden  
Its: VP/General Counsel