

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Michael Werdiger, Inc.		11/01/2010	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Eloquence Corporation
Street Address:	35 West 45th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2539867	ELO
Registration Number:	2542672	ELOQUENCE
Registration Number:	1704822	
Registration Number:	2099525	MWI
Registration Number:	2953274	MWI GROUP
Registration Number:	3167914	SOUTHERN STAR
Registration Number:	1675803	VL
Registration Number:	0922372	VL

CORRESPONDENCE DATA

Fax Number: (585)263-1600
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5852631000
 Email: kwalsh@nixonpeabody.com

CH \$215.00 2539867

Correspondent Name: Kristen M. Walsh, Nixon Peabody LLP
Address Line 1: 1300 Clinton Square
Address Line 4: Rochester, NEW YORK 14604

ATTORNEY DOCKET NUMBER: 041258-000006

NAME OF SUBMITTER: Kristen M. Walsh

Signature: /kristenmwalsh/

Date: 05/11/2011

Total Attachments: 4

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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on November 3, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 05/09

101101000300

CERTIFICATE OF MERGER
OF
MICHAEL WERDIGER, INC.
INTO
ELOQUENCE CORPORATION

Under Section 904 of the Business Corporation Law of the State of New York

The undersigned, being, respectively the President of Michael Werdiger, Inc., a corporation organized and existing under and by virtue of the laws of the State of New York, and the Vice President of Eloquence Corporation, a corporation organized and existing under and by virtue of the laws of the State of New York, do hereby certify:

1. The name of each constituent corporation is Michael Werdiger, Inc. and Eloquence Corporation. The name of the surviving corporation is Eloquence Corporation. The Certificate of Incorporation of Michael Werdiger, Inc. was filed by the Department of State of the State of New York on May 3, 1954. The Certificate of Incorporation of Eloquence Corporation was filed by the Department of State of the State of New York on September 28, 1973. Eloquence Corporation was formed under the name Adamas Manufacturing Corporation.

2. The designation and number of outstanding shares of each class of Michael Werdiger, Inc. are 100 shares of Common Stock, without par value. The designation and number of outstanding shares of each class of stock of Eloquence Corporation are 2,850 shares of Common Stock, par value \$.01 per share. Each of the issued and outstanding shares stock of Michael Werdiger, Inc. are entitled to one vote. Each of the issued and outstanding shares of Common Stock of Eloquence Corporation are entitled to one vote. The number of such shares is not subject to change prior to the effective date of the merger.

3. The Certificate of Incorporation of Eloquence Corporation as in effect immediately prior to the filing of this Certificate of Merger shall remain in effect as the Certificate of Incorporation of the surviving corporation except that it shall be amended to add a new Article EIGHTH and a new Article NINTH to read as follows:

EIGHTH: The affirmative vote of a majority of all the issued and outstanding shares of the Corporation which would be entitled to vote at a meeting of shareholders shall be the act of the shareholders with respect to all matters, including amendments to this Certificate of Incorporation.

NINTH: The shareholders of the Corporation may take action without a meeting on written consent, setting forth the action so taken, signed by the holders having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

4. The effective date of the merger shall be the date of filing of this Certificate of Merger by the Department of State.

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5. The merger was authorized by the unanimous written consent of the Board of Directors and by written consent of the sole shareholder of Michael Werdiger, Inc. and by the unanimous written consent of the Board of Directors and shareholders of Eloquence Corporation.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Merger as of November 1, 2010.

MICHAEL WERDIGER, INC.

By: Richard S. Werdiger
Richard S. Werdiger
President

ELOQUENCE CORPORATION

By: Fernand A. Kleinberg
Fernand A. Kleinberg
Vice President

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CERTIFICATE OF MERGER

OF

MICHAEL WERDIGER, INC.

INTO

ELOQUENCE CORPORATION

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Under Section 904 of the Business Corporation Law

Filed by: Nixon Peabody LLP
437 Madison Avenue
New York, New York 10022

Drawdown

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STATE OF NEW YORK
DEPARTMENT OF STATE
NOV 01 2010

TAG: _____
BY: *Paul*

New York

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