

MND 6-23-98

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RE 07-07-1998

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



.Y

Tab settings

To the Honorable Commissioner of F

100755538

attached original documents or copy thereof.

1. Name of conveying party(ies): Micro Interactive, Inc.
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: iXL-New York, Inc.
Internal Address:
Street Address: 1888 Emery Street
City: Atlanta State: GA ZIP: 30318
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] 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: May 1, 1998

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,947,016
1,862,721
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Aaron B. Retzer
Name: Epstein, Edell & Retzer
Internal Address:
Street Address: 1901 Research Blvd., Suite 400
City: Rockville State: MD ZIP: 20850

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41).....\$ 65.00
[X] Enclosed Check No. 1753
Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

07/07/1998 BCDATES 00000015 1947016

DO NOT USE THIS SPACE

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

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.
Aaron B. Retzer Signature Date: 6/22/98
Name of Person Signing

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



State of New York }
Department of State }^{ss:}

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 seal of the Department of State on

MAY 18 1998



Special Deputy Secretary of State

DOS-1266 (5/96)



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CT-07

CERTIFICATE OF MERGER
OF
MICRO INTERACTIVE, INC.
INTO
IXL-NEW YORK, INC.

CT-07

(Under Section 907 of the Business Corporation Law)

It is hereby certified, on behalf of each of the constituent corporations herein named as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a Plan of Merger setting forth the terms and conditions of the merger of such corporations.

SECOND: The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "Surviving Constituent Corporation," is IXL-NEW YORK, INC., a Delaware corporation, incorporated on January 12, 1998.

The Application for Authority in the State of New York of the Surviving Constituent Corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York (the "Department of State") on January 23, 1998, using the fictitious name IXL-NEW YORK CITY.

THIRD: The name of the domestic constituent corporation, which is being merged into the Surviving Constituent Corporation, and which is hereinafter sometimes referred to as the "Merged Constituent Corporation," is MICRO INTERACTIVE, INC. The date upon which its Restated Certificate of Incorporation (the "Certificate of Incorporation") was filed by the Department of State is March 14, 1996. The original Certificate of Incorporation was filed by the Department of State on June 14, 1990.

FOURTH: As to each constituent corporation, the Plan of Merger sets forth the designation and number of outstanding shares of each class and series, the designation of the classes and series entitled as a class to vote on the Plan of Merger, and the specification of each class and series entitled to vote on the Plan of Merger, as follows:

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P.3 NO. 938

TRADEMARK

REEL: 1747 FRAME: 0718

IXL-NEW YORK, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	100	1 Class	Common

MICRO INTERACTIVE, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and series entitled to vote	Classes and series entitled to vote as a class
Common	796,000	1 Class	Common

FIFTH: The merger herein certified was authorized in respect of the Merged Constituent Corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the Plan of Merger under the Certificate of Incorporation and by the class vote of the holders of at least a majority of all outstanding shares of each class, if any, which are denied voting power under the Certificate of Incorporation, but which are entitled to vote by class under paragraph (a)(2) of section 903 of the New York Business Corporation Law ("BCL").

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the Surviving Constituent Corporation and is in compliance with said laws.

SEVENTH: The Surviving Constituent Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Merged Constituent Corporation, for the enforcement of any liability or obligation of the Surviving Constituent Corporation for which the Surviving Constituent Corporation was previously amenable to suit in the State of New York, and for the enforcement of, as provided in the BCL, the right of shareholders of the Merged Constituent Corporation to receive payment for their shares against the Surviving Constituent Corporation.

EIGHTH: The Surviving Constituent Corporation agrees that, subject to the provisions of section 623 of the BCL, it will promptly pay to the shareholders of the Merged Constituent Corporation the amount, if any, to which they shall be entitled under the provisions of the BCL relating to the right of shareholders to receive payment for their shares.

NINTH: The Surviving Constituent Corporation hereby designates the Secretary of State

{MS8293.DOC}



of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the BCL in any action or special proceeding. The address without the State of New York to which the said Secretary of State shall mail a copy of any process against the Surviving Corporation served upon him is:

Two Park Place
1888 Emery Street, 2nd Floor
Atlanta, Georgia 30318

TENTH: (i) The Merged Constituent Corporation certifies that all fees and taxes (including penalties and interest) administered by the State of New York Department of Taxation and Finance which are due and payable have been paid and that an estimated cessation franchise tax report through the anticipated date of the merger (which return shall be subject to amendment) has been filed and (ii) the Surviving Constituent Corporation agrees that within thirty days after the filing of the certificate of merger it will file the cessation franchise tax report and promptly pay to the State of New York Department of Taxation and Finance all fees and taxes (including penalties and interest), if any, due to the State of New York Department of Taxation and Finance by the Merged Constituent Corporation.

The effective date of the merger herein certified, insofar as the provisions of the BCL govern such effective date, shall be the 14th day of May, 1998.

[SIGNATURES APPEAR ON FOLLOWING PAGE]


(MS5293.DOC:)

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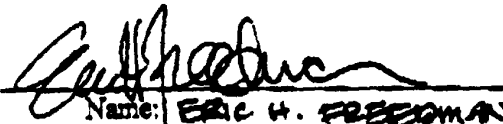
IN WITNESS WHEREOF, this certificate has been signed as of the 14th day of May, 1998, and the statements contained herein are affirmed as true under penalties of perjury.

MICRO INTERACTIVE, INC.
a New York corporation

Dated May 14th 1998

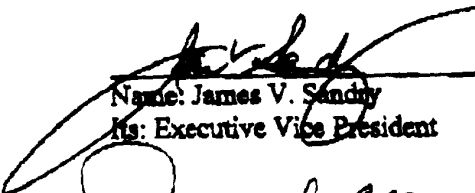

Name: Steven Bua
Title: President

Dated May 14th 1998

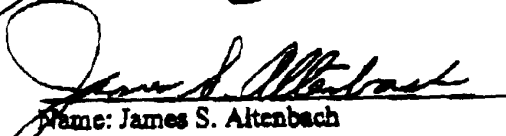

Name: ERIC H. FREEDMAN
Title: Secretary

IXL-NEW YORK, INC.
a Delaware corporation

Dated May 1st, 1998


Name: James V. Sandy
Title: Executive Vice President

Dated May 12th, 1998


Name: James S. Altenbach
Title: Secretary

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CT-07

CERTIFICATE OF MERGER
OF
MICRO INTERACTIVE, INC.
INTO
IXL-NEW YORK, INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

MAY 14 4 25 PM '98

1-CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 14 1998
TAX \$ 0
BY: Jkw

NEW YORK

Jkw

MINKIN & SNYDER
ONE BUCKHEAD PLAZA
3060 PEACHTREE ROAD
ATLANTA, GA 30305

RECORDED
MAY 11 2 15 PM '98

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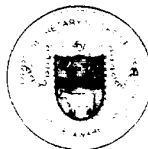
TRADEMARK
REEL: 1747 FRAME: 0722

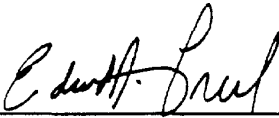
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"MICRO INTERACTIVE, INC.", A NEW YORK CORPORATION,
WITH AND INTO "IXL-NEW YORK, INC." UNDER THE NAME OF
"IXL-NEW YORK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE FOURTEENTH DAY OF MAY, A.D. 1998, AT 12:20 O'CLOCK
P.M.

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




Edward J. Freel, Secretary of State

2844854 8100M

981185527

AUTHENTICATION:

9081296

DATE:

TRADEMARK 05-14-98

REEL: 1747 FRAME: 0723

**CERTIFICATE OF MERGER
OF
MICRO INTERACTIVE, INC.
INTO
iXL-NEW YORK, INC.**

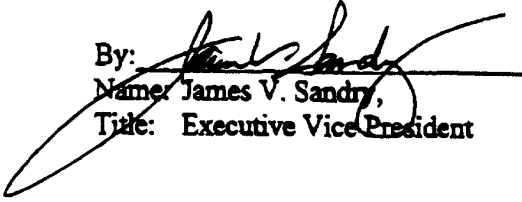
under Section 252(c) of the Delaware General Corporation Law

iXL-NEW YORK, INC., a Delaware corporation, hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are as follows:
 - (a) Micro Interactive, Inc., a New York corporation; and
 - (b) iXL-New York, Inc., a Delaware corporation.
- (2) A Plan of Merger has been approved, adopted, certified, executed and acknowledged by Micro Interactive, Inc. and iXL-New York, Inc. 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 is iXL-New York, Inc., a Delaware corporation (the "Surviving Corporation").
- (4) The Surviving Corporation is a corporation of the State of Delaware.
- (5) The Certificate of Incorporation of iXL-New York, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the Surviving Corporation.
- (6) The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation at Two Park Place, 1888 Emery Street, Atlanta, Georgia 30318.
- (7) A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of Micro Interactive, Inc. or the Surviving Corporation.
- (8) The authorized capital stock of Micro Interactive, Inc. is Three Million (3,000,000) shares of \$.01 par value common stock.

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by **James V. Sandry**, its Executive Vice President, on the 13th day of May, 1998.

IXL-NEW YORK, INC.
a Delaware corporation

By: 
Name: James V. Sandry,
Title: Executive Vice President

{MS5290.W51:}