



7-10-98

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and original documents or copy thereof.

1. Name of conveying party(ies):

Object World Corporation

7-10-98

- Individuals Association
- General Partnership Limited Partnership
- Corporate-State
- 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: 12/15/96; 12/15/97; 6/15/98

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

Name: ZD Events Inc.

Internal Address: _____

Street Address: 300 First Avenue

City: Needham State MA ZIP 02194

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

If assignee is not domiciled in the United States, a domestic designation is attached: ye no
(Designation must be a separate document from assignment) name(s) & address(es) ye no

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

A. Trademark Application No(s)

3. Trademark Registration No. (s)
1 781,685, Issued July 13, 1993

Additional numbers attached? Yes No

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

Name: Mark G. Lappin

Internal Address: Lappin & Kusmer LLP

Street Address: 200 State Street

City: Boston State MA ZIP 02109

6. Total number of applications and registrations involved

1

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number:

12-0448

(Attach duplicate copy of this page if paying by deposit account)

07/20/1998 SSMITH 00000190 1781685

01 EC:481

40.00 DP

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.

Elizabeth A. Levy, Reg. No. 34, 375

Elizabeth A. Levy

July 10, 1998

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document 12

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

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REEL: 1756 FRAME: 0119

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 OWNERSHIP, WHICH MERGES:

"OBJECT WORLD CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "SOFTBANK COMDEX INC." UNDER THE NAME OF "SOFTBANK COMDEX INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1996, AT 11 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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971116401

AUTHENTICATION:

8414389

DATE:

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

OBJECT WORLD CORPORATION

INTO

SOFTBANK COMDEX INC.

Under Section 253 of the General Corporation Law
of the State of Delaware

SOFTBANK COMDEX Inc. (the "Corporation") hereby
certifies that:

1. The name and the state of incorporation of
each of the constituent corporations to the merger are as
follows:

<u>Name</u>	<u>State of Incorporation</u>
SOFTBANK COMDEX Inc.	Delaware
Object World Corporation	Delaware

2. The Corporation owns 100 percent of the
outstanding shares of each class of stock of Object World
Corporation.

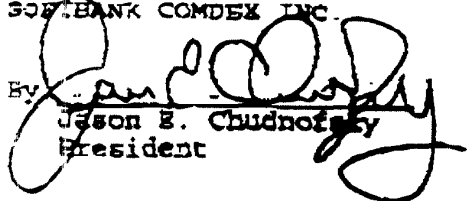
3. On December 15, 1996, the Board of Directors
of the Corporation adopted the resolutions attached hereto
as Annex A approving the merger of Object World Corporation
with and into the Corporation, in accordance with Section
253 of the Delaware General Corporation Law.

4. The surviving corporation shall be the Corporation (hereinafter sometimes referred to as the "Surviving Corporation") and the Corporation shall continue to exist under and to be governed by the laws of the State of Delaware.

5. The Certificate of Incorporation of the Corporation in effect immediately prior to the effective date of the merger shall be the certificate of incorporation of the Surviving Corporation. No changes, alterations, or amendments to the Certificate of Incorporation of the Corporation shall be made pursuant to the merger.

6. The merger shall become effective as of the 31st day of December, 1996.

IN WITNESS WHEREOF, SOFTBANK COMDEX Inc. has caused this Certificate of Ownership and Merger to be signed by Jason E. Chudnofsky, its President, as of this 15th day of December, 1996.

SOFTBANK COMDEX INC.
By 
Jason E. Chudnofsky
President

Annex A

CONSENT OF DIRECTORS
OF
SOFTBANK COMDEX INC.

The undersigned, being all the directors of
SOFTBANK COMDEX Inc., a Delaware corporation (the
"Corporation"), do hereby consent to the adoption of an
hereby adopt the following resolutions and direct that the
consent be filed with the minutes of the proceedings of the
Board of Directors of the Corporation:

RESOLVED, that the Corporation transfer, as a
return of capital, the amount of \$300,000,000 to
SOFTBANK Holdings Inc. in the form of a promissory
note, attached as Exhibit A hereto.

RESOLVED, that the Corporation merge Object World
Corporation, a Delaware corporation and wholly-owned
subsidiary of the Corporation, with and into the
Corporation and assume all of the liabilities and
obligations of Object World Corporation in accordance
with the provisions of Section 253 of the General
Corporation Law of the State of Delaware (the
"Merger").

RESOLVED, that the Merger shall become effective
on the 31st day of December, 1996 and shall have the
effects described in the General Corporation Law of the
State of Delaware.

RESOLVED, that upon effectiveness of the Merger,
each class of stock of Object World Corporation held by
the Corporation shall be cancelled.

RESOLVED, that the proper officers of the
Corporation be, and each of them hereby is, authorized,
directed and empowered to sign and deliver a
Certificate of Ownership and Merger to the Secretary of
State of the State of Delaware.

documents and certificates and to take all such other action as they or any of them may deem necessary or advisable to accomplish the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, we have hereunto signed this consent as of the 15th day of December, 1996.



Masayoshi Son

Ronald D. Fisher

Jason E. Chudnofsky

Charles D. Forman

action as they or any of them may deem necessary or advisable to accomplish the purposes and intent of the foregoing resolutions.

IN WITNESS WHEREOF, we have hereunto signed this consent as of the 15th day of December, 1996.

Masayoshi Son

R D Fisher

Ronald D. Fisher

Jason E. Chudnofsky

Charles D. Forman

CERTIFICATE OF MERGER

of

SOFTBANK COMDEX INC.

into

SOFTBANK FORUMS INC.

Under Section 251 of the General Corporation Law of the State of Delaware, SOFTBANK Forums Inc. (The "Corporation") hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
SOFTBANK COMDEX Inc.	Delaware
SOFTBANK Forums Inc.	Delaware

(2) An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware providing for a merger (the "Merger") effective as of the close of business on December 31, 1997.

(3) The surviving corporation is SOFTBANK Forums Inc.

(4) The Certificate of Incorporation of SOFTBANK Forums Inc. in effect immediately prior to the effective date of the Merger shall be the certificate of incorporation of the surviving corporation, except that Article First is changed as follows:


"FIRST: The name of the Corporation is
ZD COMDEX and Forums Inc."

(5) An executed Agreement of Merger is on file at the office of the Corporation at 300 First Avenue, Needham, MA 02194-2722.

(6) A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, SOFTBANK Forums Inc. has caused this Certificate of Merger to be signed by its President as of the 15th day of December, 1997.

SOFTBANK FORUMS INC.

By: 
Jason E. Chudnofsky
President

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 AMENDMENT OF "ZD COMDEX AND FORUMS INC.", CHANGING ITS NAME FROM "ZD COMDEX AND FORUMS INC." TO "ZD EVENTS INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 1998, AT 2 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981240299

AUTHENTICATION 9152692

DATE 06-22-98

TRADEMARK

REEL: 1756 FRAME: 0129

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF ZD COMDEX AND FORUMS INC.

ZD COMDEX and Forums Inc., a Delaware corporation, hereby certifies as follows:


1. The Board of Directors of the corporation duly adopted a resolution setting forth and declaring advisable the amendment of Article First of the Certificate of Incorporation of the corporation be amended to read as follows:

"FIRST. The name of the corporation is ZD Events Inc."

2. Written consent to the foregoing amendment was given by the holder of all the outstanding stock entitled to vote thereon in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, ZD COMDEX and Forums Inc. has caused this certificate to be signed by its President, on the 15th day of June 1998.

ZD COMDEX AND FORUMS INC.

By: 

Jason Chudnofsky
President

zdfcert1

JUN 19 1998 11:01 AM 003 P.04

ID:1212-503-3663

ZIFF LEGAL DEPT.

RECORDED: 07/10/1998

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REEL: 1756 FRAME: 0130