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07-07-1998



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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100755107

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Small World Software, Inc.

*MSD*  
*6-23-98*

Individual(s)                       Association  
 General Partnership            Limited Partnership  
 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 \_\_\_\_\_  
 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: January 23, 1998

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

A. Trademark Application No.(s)  
75/355,541

B. Trademark Registration No.(s)  
2,014,748

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

Enclosed      Check No. 1754

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 DC0ATES 00000001 75355541

DO NOT USE THIS SPACE

01 FC:481                      40.00 OP  
08 Signature                      25.00 OP

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  
Name of Person Signing

Signature

6/22/98  
Date

10

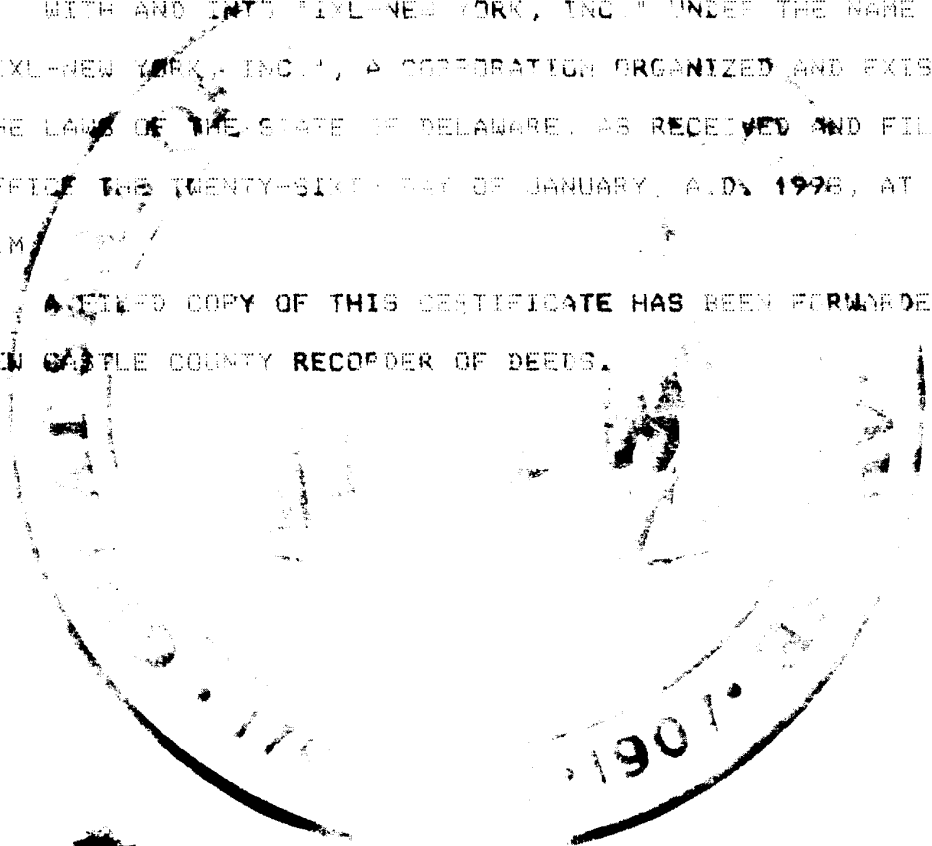
Total number of pages including cover sheet, attachments, and document:

*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

"SMALL WORLD SOFTWARE, 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 1978, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

**Edward J. Freel, Secretary of State**

2844854 8100M

981031444

AUTHENTICATION:

6686181

DATE:

01-27-78

TRADEMARK  
REEL: 1757 FRAME: 0683

**CERTIFICATE OF MERGER  
OF  
SMALL WORLD SOFTWARE, INC.  
INTO  
iXL-NEW YORK, INC.**

**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) Small World Software, 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 Small World Software, 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 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.
- (6) A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of Small World Software, Inc. or the Surviving Corporation.
- (7) The authorized capital stock of Small World Software, Inc. is Two Million (2,000,000) share of no par value common stock.

[SIGNATURE ON FOLLOWING PAGE]

G:\JIM\IXL\SMWORLD\MERGER\DELAWARE

TRADEMARK  
REEL: 1757 FRAME: 0684

**IN WITNESS WHEREOF**, the Surviving Corporation has caused this certificate to be signed by James V. Sandry, its Executive Vice President, on the 23 day of January, 1998.

**IXL-NEW YORK, INC.**  
**a Delaware corporation**

By: 

James V. Sandry,  
Executive Vice/President

G:\BJM\IXL\SMWORLD\MERGER\DELAWARE

*State of New York* }  
*Department of State* }<sup>ss:</sup>

*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 21 1998**



A handwritten signature in cursive script, appearing to read "J. Leach", followed by a long horizontal line.

*Special Deputy Secretary of State*

DOS-1266 (5/96)



F. 980226000489

CERTIFICATE OF MERGER  
OF  
SMALL WORLD SOFTWARE, INC.  
INTO  
IXL-NEW YORK, INC.

N. I. S.-27

(Under Section 907 of the Business Corporation Law)

It is hereby certified, upon 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 said 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. In the State of New York the corporation uses the fictitious name of **IXL-NEW YORK CITY**.

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 on January 23, 1998. The Corporation was incorporated in the State of Delaware on January 12, 1988.

**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 **SMALL WORLD SOFTWARE, INC.** The date upon which its Certificate of Incorporation was filed with the Department of State is May 11, 1994.

**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 specification of the classes and series entitled 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:

**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

**SMALL WORLD SOFTWARE, 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	1,530,000	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 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 Business Corporation Law.

**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 is previously amenable to suit in the State of New York, and for the enforcement of, as provided in the Business Corporation Law of the State of New York, 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 Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the Merged Constituent Corporation the amount, if any, to which they shall be entitled to under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

**NINTH:** The Surviving Constituent Corporation hereby designates the Secretary of State of the State of New York as its agent upon which process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York 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

The effective date of the merger herein certified, insofar as the provision of the New York Business Corporation Law govern such effective date, shall be the date of filing of the Certificate of Merger with the Department of State.

**TENTH:** The constituent domestic corporation, SMALL WORLD SOFTWARE, INC., hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation, IXL-NEW YORK, INC., agrees that it will within 30 days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.


(SIGNATURES APPEAR ON THE FOLLOWING PAGE)



IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

**SMALL WORLD SOFTWARE, INC.**  
a New York corporation

Dated January 23, 1998

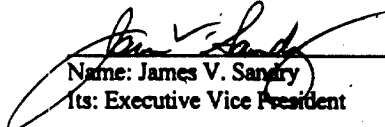
  
Name: Mark Jacobstein  
Its: President

Dated January 23, 1998

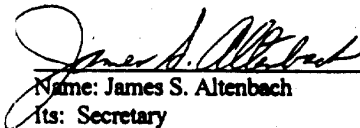
  
Name: M. Scott Murphy  
Its: Secretary

**IXL-NEW YORK, INC.**  
a Delaware corporation

Dated January 23, 1998

  
Name: James V. Sangry  
Its: Executive Vice President

Dated January 23, 1998

  
Name: James S. Altenbach  
Its: Secretary

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CERTIFICATE OF MERGER  
OF  
SMALL WORLD SOFTWARE, INC.  
INTO  
IXL-NEW YORK, INC.

Under Section 907 of the Business Corporation Law

RECORDED  
INDEXED  
FEB 26 1998

MISSA

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED FEB 26 1998  
TAX \$ \_\_\_\_\_  
BY: MAR  
ny

Filed by: \_\_\_\_\_

ADAIR LAW FIRM  
30 CORPORATE WOODS  
ROCHESTER, NY 14623

MAR

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