

01-04-1999

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100869894

To the Honorable Commissioner

attached original documents or copy thereof.

1. Name of conveying party(ies):

FRACTAL DESIGN CORPORATION

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

Add name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: _____

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

Name: MetaCreations Corporation

Internal Address: _____

Street Address: 6303 Carpinteria

City: Carpinteria State: CA ZIP: 93013

Individual(s) citizenship _____

Association _____

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

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

A. Trademark Application No.(s)

75/230,058

B. Trademark Registration No.(s)

1,699,988 1,563,137

1,767,289

1,806,876

1,957,331

1,963,998

1,995,366

Additional numbers attached? Yes No

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

Name: Sunny Tamaoki, Esq.

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registrations involved: eight (8)

7. Total fee (37 CFR 3.41)..... \$ 320.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2666

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.

Sunny Tamaoki

Name of Person Signing

Sunny Tamaoki

Signature

2-20-98

Date

Total number of pages including cover sheet, attachments, and document: 5

State of California

SECRETARY OF STATE



CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

4 pages

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAY 22 1998



Bill Jones

Secretary of State

D548562

FILED
In the office of the Secretary of State
of the State of California

1684463-ent

JUL 24 1997

Bill Jones
Secretary of State

CERTIFICATE OF OWNERSHIP AND MERGER

OF

METACREATIONS CORPORATION
(a Delaware corporation)

We, the undersigned Terance A. Kinninger and Jeffrey D. Saper, certify that:

1. We are the Vice President and Chief Financial Officer and Secretary, respectively, of MetaCreations Corporation, a Delaware corporation formerly known as MetaTools, Inc. (the "Corporation").
2. The Corporation owns 100% of the outstanding shares of capital stock of Fractal Design Corporation, a California corporation.
3. The following resolutions of the Board of Directors of the Corporation were duly adopted on July 16, 1997 by unanimous written consent:

WHEREAS the Corporation lawfully owns all the capital stock of Fractal Design Corporation, a California corporation ("Fractal"), and now desires to merge Fractal with and into the Corporation:

RESOLVED: That the Board of Directors of the Corporation hereby determines that it is in the best interests of the Corporation and Fractal to merge Fractal with and into the Corporation pursuant to Section 253 of the Delaware Law and pursuant to Section 1108 of the California Corporations Code (the "California Law"), and for the Corporation to assume all of the liabilities and obligations of Fractal, and for all of such actions to be carried out by the Corporation, as the sole shareholder of Fractal.

RESOLVED FURTHER: That the proper officers of the Corporation be, and they hereby are, authorized to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Fractal with and into the Corporation and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware.

RESOLVED FURTHER: That the proper officers of the Corporation be, and they hereby are, authorized to make, execute and acknowledge a Certificate of Ownership pursuant to Section


11/11/97 10:46AM

1110 of the California Law, and to file the same in the office of the Secretary of State of the State of California.

RESOLVED FURTHER: That the officers of the Corporation be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation to execute any and all documents, contracts or instruments and to do or cause to be done any and all such other acts and things (including but not limited to, obtaining all required tax clearances from all applicable states) that they, or any of them, may deem necessary or desirable in order to implement fully the purposes and intent of the foregoing resolutions, and any such documents, contracts or instruments so executed and delivered or acts or things done or caused to be done by them or any of them shall be conclusive evidence of their or his or her authority in so doing.

1110 OF CALIFORNIA LAW

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Ownership
this 16th day of July, 1997.



Terance A. Kinninger, Vice President and
Chief Financial Officer



Jeffrey D. Saper, Secretary

Each of the undersigned further declares under penalty of perjury under the laws of
the State of California that he has read the foregoing Certificate of Ownership and knows
the contents thereof and that the same is true of his own knowledge.

Executed at Carpinteria, California on July 16, 1997.



Terance A. Kinninger, Vice President and
Chief Financial Officer



Jeffrey D. Saper, Secretary

COMMISSIONER OF REVENUE



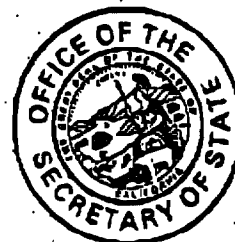
STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

July 2, 1997

EXPIRATION DATE: October 15, 1997

WILLIAM S GREGORY
COURT PLAZA BLDG
901 H STREET
SUITE 400
SACRAMENTO CA 95814



ISSUED TO: FRACTAL DESIGN CORPORATION
Entity ID 1684463

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124

COPY

State of California

SECRETARY OF STATE



I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

DEC 03 1997



A handwritten signature in cursive script that reads "Bill Jones".

Secretary of State

1684463out

JUL 24 1997

Bill Jones
Secretary of State

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RESOLVED FURTHER That the proper officers of the Corporation be, and they hereby are, authorized to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Fractal with and into the Corporation and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware.

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SECRETARY OF STATE

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RESOLVED FURTHER: That the officers of the Corporation be, and each of them hereby is, authorized and empowered, for and on behalf of the Corporation to execute any and all documents, contracts or instruments and to do or cause to be done any and all such other acts and things (including but not limited to, obtaining all required tax clearances from all applicable states) that they, or any of them, may deem necessary or desirable in order to implement fully the purposes and intent of the foregoing resolutions, and any such documents, contracts or instruments so executed and delivered or acts or things done or caused to be done by them or any of them shall be conclusive evidence of their or his or her authority in so doing.

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Executed at Carpinteria, California on July 16, 1997.



Terance A. Kinninger, Vice President and
Chief Financial Officer



Jeffrey D. Saper, Secretary

1 PRINTED BY THE STATE OF CALIFORNIA



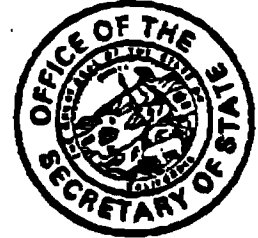
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By H. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124

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NO. 1218 P. 15

RECORDED: 02/20/1998

TRADEMARK JAN. 1982 - B-S1&Z - CMF
REEL: 1789 FRAME: 0368