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100901320

To the Honorable Commissioner of Patents

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Beverly Hills Internet,
a California corporation
9401 Wilshire Blvd.
Beverly Hills, CA 90210

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

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

3. Nature of conveyance:

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

Execution Date: December 13, 1995

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

Name: GeoCities

Internal Address: _____

Street Address: 1918 Main Street, 3rd Floor

City: Santa Monica State: CA ZIP: 90405

- 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

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

A. Trademark Application No.(s)

B. Trademark registration No.(s):

2,133,447,
2,185,173, 2,133,448, 2,133,450, 2,154,419,
2,155,938, 2,133,451, 2,133,445, 2,133,446,
2,133,452, 2,133,449, 2,185,231, 2,185,171,
2,136,338, 2,133,444

Additional numbers attached? Yes No

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

Name: Anamaria Elejalde, Esq.

Internal Address: Seyfarth, Shaw, Fairweather
& Geraldson

Street Address: 55 East Monroe Street
Suite 4200

City: Chicago State: IL ZIP: 60603

6. Total number of applications and registrations involved: _____

15

7. Total fee (37 CFR 3.41):..... \$ 390.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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

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02 FC:482 350.00 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.

Anamaria Elejalde
Name of Person Signing

A. Elejalde
Signature

November 12, 1998
Date

Total number of pages comprising cover sheet: _____

1

Do not detach this portion

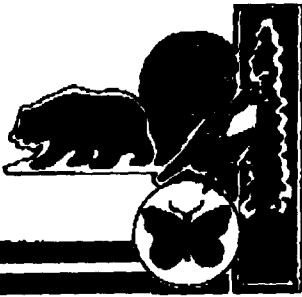
Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

TRADEMARK
REEL: 1815 FRAME: 0372

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State
of
California
SECRETARY OF STATE

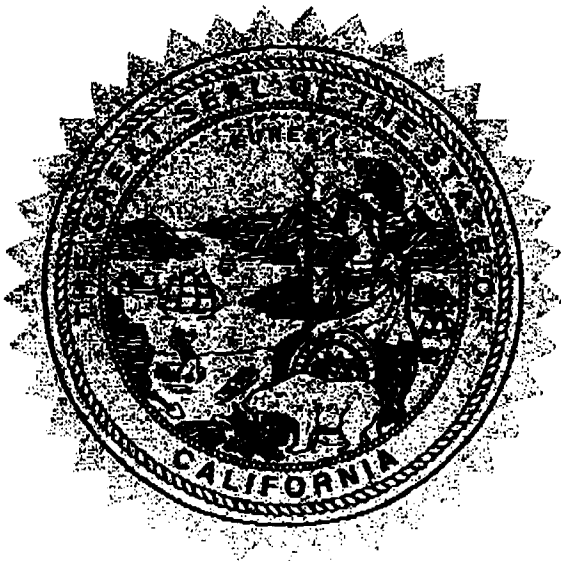
CORPORATION DIVISION

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

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

JAN - 4 1996



Bill Jones

Secretary of State

A470116

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

ENDORSED
FILED

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

DEC 14 1995

BILL JONES, Secretary of State

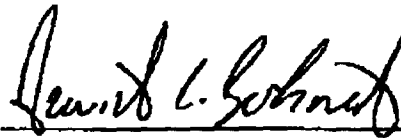
DAVID C. BOHNETT certifies that:

1. He is the president and the secretary of Beverly Hills Internet, a California corporation.
2. Article ONE of the articles of incorporation of this corporation is amended to read as follows:

"The name of this corporation is GeoCities."
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 850. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date: December 13, 1995



DAVID C. BOHNETT, President and Secretary