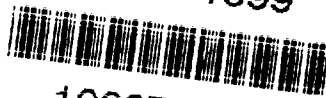


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- Assignment
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Effective Date
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- Merger
- Change of Name
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Mark if additional names of conveying parties attached

Name

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Address (line 1)

Address (line 2)

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Correspondent Name and Address

Area Code and Telephone Number

(202) 857-8977

Name

Douglas R. Bush, Esq.

Address (line 1)

Arent Fox Kintner Plotkin & Kahn

Address (line 2)

1050 Connecticut Avenue, N.W.

Address (line 3)

Washington, D.C. 20036-5339

Address (line 4)

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4

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Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

1983762	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

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#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

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40.00

Method of Payment:

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Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

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No

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. Charges to deposit account are authorized, as indicated herein.

Douglas R. Bush, Esq.

Name of Person Signing



Signature

Feb 22, 1999

Date Signed

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

FEBRUARY 11, 1999

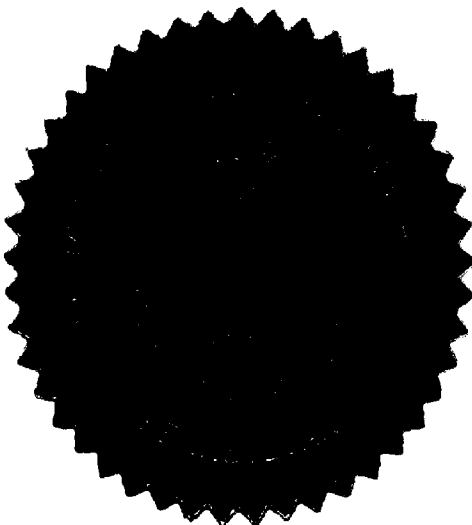
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

AMERICA ONLINE, INC.

I, Kim Pizzingrilli, Acting Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Merger

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



ACTING

Kim Pizzingrilli

Secretary of the Commonwealth

CFEN

TRADEMARK
REEL: 1863 FRAME: 0919

Microfilm Number _____

Filed with the Department of State on JUN 1996

Entity Number 2674327

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: America Online, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of Delaware and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: Prentice Hall Corporate Systems, Inc. Dauphin
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of

Number and Street City State Zip County

(PA. - 1424 - 11/1/93)

FEB -7 96
PA Dept. of State

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
The Grandstand Sports Services, Inc.	300 Willowbrook Lane Roversford, Pennsylvania 19468	Montgomery

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on January 31, 1996 at 4:59 p.m. EDT
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
The Grandstand Sports Services, Inc.	Adopted by the directors and shareholders pursuant to 15 Pa.C.S. Section 1924(a).

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

<u>8619 Westwood Center Drive</u>	<u>Vienna</u>	<u>VA</u>	<u>22182</u>
Number and Street	City	State	Zip

DSCB:15-1926 (Rev 90)-3

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 30th day of January, 1996.

THE GRANDSTAND SPORTS SERVICES, INC.
(Name of Corporation)

BY: [Signature]
(Signature)

TITLE: President

AMERICA ONLINE, INC.
(Name of Corporation)

BY: [Signature]
(Signature)

TITLE: Chief Financial Officer