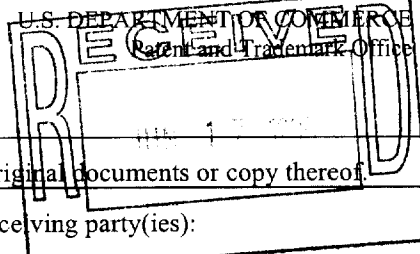


06-25-1999

TR



LY



To the Honorable Commissioner of P.

101076124

Attached original documents or copy thereof

1. Name of conveying party(ies):

METATOOLS, INC.

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

Add'l 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 Avenue
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)

75/008,292

B. Trademark Registration No.(s)

2,165,215

Additional numbers attached? Yes No

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

Name: Babak Redjaian, 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: 2

7. Total fee (37 CFR 3.41)..... \$ 80.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

02-2666

40-00 DP
25-00 DP
15-00 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.

Babak Redjaian

Name of Person Signing

Babak Redj
Signature

Jun 14, 1999

Date

Total number of pages including cover sheet, attachments, and document: 4

TRADEMARK

REEL: 001917 FRAME: 0973

06/24/1999 INSIDER 0000000 2165215

01 FC:46
02 FC:60
03 FC:99

State of California

SECRETARY OF STATE

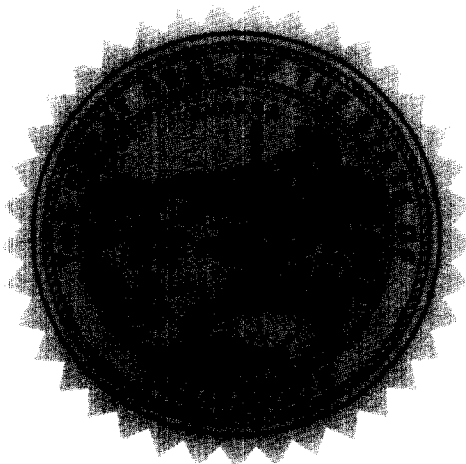


I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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 07 1997



Bill Jones

Secretary of State

1951642

FILED
in the office of the Secretary of State
of the State of California

B

JUL 0 1 1997

A494244

Bill Jones
BILL JONES, Secretary of State

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

MetaCreations Corporation

Name of Corporation

_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was MetaTools, Inc.

MetaCreations Corporation

(Name of Corporation)

[Signature]
(Signature of Corporate Officer)

Terance A. Kinninger, CEO

(Typed Name and Title of Officer Signing)

State of Delaware
Office of the Secretary of State

PAGE



I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "METATOOLS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "METACREATIONS CORPORATION", THE TWENTY-NINTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2541506 8320

971181308

AUTHENTICATION:

8493946

DATE:

06-04-97