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FORM PTO-1584

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1-31-92

Tab settings

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

Handwritten: 7-6-99

1. Name of conveying party(ies):

Juno Online Services, L.P.

- Individual(s)
 - General Partnership
 - Corporation
 - Other:
 - Association
 - Limited Partnership
- Additional name(s) of conveying parties attached? Yes No

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

Name: Juno Online Services, Inc.
Address: 120 West 45th Street, 39th Floor
New York, New York 10036

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- 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(s) attached: Yes No

3. Nature of conveyance:

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

Effective Date: March 1, 1999

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

A. Trademark Application No.(s)

75/064,709	75/551,778	75/442,393	75/442,392
75/064,710	75/509,445	75/442,391	75/442,390
75/551,782	75/509,289	75/442,389	75/442,388
75/551,781	75/509,266	75/442,387	75/442,386
75/551,779	75/509,128	75/168,964	75/168,774
75/168,720			

B. Trademark Registration No.(s)

2,024,675	2,223,188	2,138,202	2,165,016
2,109,871	2,057,092	2,022,289	2,061,018
2,054,764	2,127,701	2,062,995	2,186,309
2,232,490	2,186,308	2,164,956	

Additional Numbers attached? Yes No

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

Name: James E. Rosini, Esq.
Address: KENYON & KENYON
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved: 36

7. Total fee (37 C.F.R. 3.41) \$915.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

Jean Pelkowschi
Name of Person Signing

Jean Pelkowschi
Signature

7/2/99
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

07/08/1999 NTHA11 00000053 110600 75064709

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1. EC:481 40.00 CH
2. FC:482 875.00 CH
Mail documents to be processed with required cover sheet information to:

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Washington DC 20231

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TRADEMARK

REEL: 001924 FRAME: 0342

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:

"JUNO ONLINE SERVICES, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "JUNO ONLINE SERVICES, INC." UNDER THE NAME OF "JUNO ONLINE SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 1999, AT 1 O'CLOCK P.M.



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A handwritten signature in black ink, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9807585

DATE: 06-16-99

TRADEMARK
REEL: 001924 FRAME: 0343

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 03/01/1999
991078097 - 2640509

CERTIFICATE OF MERGER

OF

JUNO ONLINE SERVICES, L.P.

with and into

JUNO ONLINE SERVICES, INC.

**(Under Section 263 of the General Corporation Law
of the State of Delaware and Section 17-211 of the
Delaware Revised Uniform Limited Partnership Act)**

The undersigned corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware, 8 Del.C. §101, et seq. (the "GCL"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the
constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Juno Online Services, Inc.	Delaware
Juno Online Services, L.P.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted,
certified, executed and acknowledged by each of the constituent entities in accordance with
Section 263(c) of the GCL, Section 17-211 of the Delaware Revised Uniform Limited
Partnership Act, 6 Del.C. § 17-101, et seq., and, with respect to Juno Online Services, Inc.,
Section 228 of the GCL.

THIRD: The name of the surviving Delaware corporation is Juno Online Services,
Inc.

FOURTH: The certificate of incorporation of Juno Online Services, Inc., the
surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: The merger of Juno Online Services, L.P. into Juno Online Services,
Inc. shall be effective upon the filing of this Certificate of Merger with the Secretary of State of
the State of Delaware.

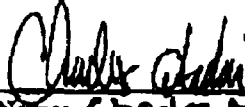
SIXTH: The executed Agreement and Plan of Merger is on file at the principal
place of business of the surviving corporation. The address of the principal place of business of
the surviving corporation is 120 West 45th Street, 39th Floor, New York, New York 10036.

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SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any partner of Juno Online Services, L.P., and to any person holding an interest in Juno Online Services, Inc.

IN WITNESS WHEREOF, Juno Online Services, Inc. has caused this Certificate of Merger to be executed as of the 1st day of March, 1999.

JUNO ONLINE SERVICES, INC.

By: 
Name: Charles Ardel
Title: President