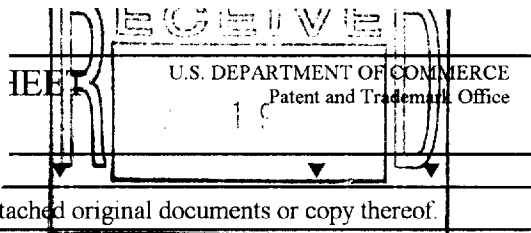


7/19/99 REC

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Tab settings

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

1. Name of conveying party (ies):  
**Viant Corporation**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **California**  
 Other \_\_\_\_\_

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

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

Name: **Viant Corporation**

Internal Address: \_\_\_\_\_

Street Address: **89 South Street**

City: **Boston**                      State: **MA**    ZIP: **02111**

Individual(s) citizenship: \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

If assignment 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) and addresses attached?    Yes    No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: **May 20, 1999**

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

A. Trademark Application No.(s)

**75/366,796              75/548,666**  
**75/548,667**

Additional numbers attached?    Yes    No

B. Trademark Registration No.(s)

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

**Andrew P. Bridges**  
 Name: **Alexander S. Pesic**

Internal Address: \_\_\_\_\_

**Wilson Sonsini Goodrich & Rosati,**  
**Professional Corporation**

Street Address: **650 Page Mill Road**

City: **Palo Alto**                      State: **CA**    ZIP: **94304**

6. Total number of applications and registrations involved: ..... **3**

7. Total fee (37 CFR 3.41) ..... \$ **90.00**

Enclosed  
 Authorized to be charged to deposit account

8. If fee is insufficient, please charge deposit account number: \_\_\_\_\_

**23-2415 Attn: 17358-900**

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

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.*

07/20/1999 MTHA11 00000054 75366796

01 FC:481 **Alexander S. Pesic** 40.00 0P  
 02 FC:482 Name of Person Signed **Alexander S. Pesic** 50.00 0P                      Signature                      Date **7/14/99**

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

Office of the Secretary of State

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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:

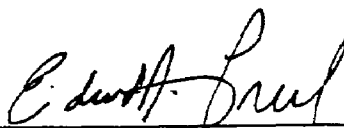
"VIANT CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "VIANT CORPORATION" UNDER THE NAME OF "VIANT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1999, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3006196 8100M  
991203045



  
Edward J. Freel, Secretary of State

AUTHENTICATION: 9760224  
DATE: 05-21-99

TRADEMARK  
REEL: 001928 FRAME: 0934

**CERTIFICATE OF MERGER**  
**OF**  
**VIANT CORPORATION, A CALIFORNIA CORPORATION**  
**with and into**  
**VIANT CORPORATION, A DELAWARE CORPORATION**

**Under Section 252 of the General Corporation Law of the State of Delaware**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, as amended, Viant Corporation, a Delaware corporation ("**Viant-Delaware**"), hereby certifies to the following information relating to the merger of Viant Corporation, a California corporation ("**Viant-California**"), with and into Viant-Delaware (the "**Merger**").

1. The name and the state of incorporation of each of the constituent corporations in the Merger are:

- a) Viant Corporation, a California corporation; and
- b) Viant Corporation, a Delaware corporation.

2. An agreement and plan of reorganization, dated as of May 20, 1999, by and between Viant-California and Viant-Delaware (the "**Merger Agreement**"), setting forth the terms and conditions of such Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations pursuant to subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is: Viant Corporation, a Delaware corporation ("**Surviving Corporation**").

4. The Certificate of Incorporation of Viant-Delaware, as it exists immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware, shall be the Certificate of Incorporation of the Surviving Corporation and thereafter may be amended in accordance with its terms and as provided by law.

5. An executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, which is located at 89 South Street, 7<sup>th</sup> Floor, Boston, Massachusetts 02110.

6. A copy of the Merger Agreement shall be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Viant-California or Viant-Delaware.

7. The authorized capital stock of Viant-California immediately prior to the time this Certificate is duly filed with the Secretary of State of the State of Delaware is: Twenty-Five Million (25,000,000) shares of Common Stock, no par value per share and Fifteen Million (15,000,000) shares of Preferred Stock no par value per share; Five Million Seven Hundred Forty-Six Thousand Eight Hundred Seventy-Four (5,746,874) shares of which are designated as "Series A Preferred Stock," One Million Four Hundred Ninety-Nine Thousand Nine Hundred Twenty-Five (1,499,925) shares of which are designated as "Series B Preferred Stock," Two Million Eight Hundred Thirty Thousand Four Hundred Eight (2,830,408) shares of which are designated as "Series C Preferred Stock" and Three Million Two Hundred Forty Thousand of which are designated as "Series D Preferred Stock."

**IN WITNESS WHEREOF**, Viant Corporation, a Delaware corporation, has caused this Certificate to be signed by Robert L. Gett, its authorized officer, on the 20 day of May, 1999.

**VIAN CORPORATION**

By: 

Robert L. Gett

Title: President and Chief Executive Officer