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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):
 MIDDLEWARE TELECOM CORPORATION

____ Individual(s) ____ Association
 ____ General Partnership ____ Limited Partnership
X Corporation - State - California
 ____ Other _____

Add'l name(s) of conveying party(ies) attached? Yes No X

2. Name and address of receiving party(ies):
 Name: YOUBET.COM, INC.
 Internal Address:
 Street Address: 1950 Sawtelle Blvd., Suite 180
 City, State: Los Angeles, California ZIP: 90025

____ Individual(s) citizenship ____
 ____ Association ____
 ____ Limited Partnership ____
X Corporation - State Delaware
 ____ Other: ____

3. Nature of conveyance: 8-4-99

____ Assignment X Merger
 ____ Security Agreement ____ Change of Name
 ____ Other _____

Execution Date: January 19, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: ____ Yes X No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes X No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Serial No: 75-058259 Additional numbers attached? ____ Yes No X

B. Trademark Registration No.(s) 2,157,307

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Willmore F. Holbrow III
 Internal Address:
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
 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)\$ 65.00
X Enclosed
X Authorized to be charged to deposit account

8. Deposit account number:
02-2666

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.

Willmore F. Holbrow, III Willmore F. Holbrow III August 4, 1999
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4
 I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on 8-6-99
 (Date of Deposit)

Name of applicant, assignee, or Registered Rep. TR
Theresa Dap 8-5-99
 Signature Date TRADEMARK REEL: 001943 FRAME: 0244

00596094

ENDORSED - FILED

In the Office of the Secretary of State
of the State of California

State of Delaware

Office of the Secretary of State

PAGE 1 MAY - 6 1999

BILL JONES, 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 OWNERSHIP, WHICH MERGES:

"MIDDLEWARE TELECOM CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "YUBET.COM, INC." UNDER THE NAME OF "YUBET.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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991124858

AUTHENTICATION: 9660911

DATE: 03-30-99

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/30/1999
991124858 - 2560781

**CERTIFICATE OF OWNERSHIP
MERGING
MIDDLEWARE TELECOM CORPORATION
INTO
YUBET.COM, INC.**

YouBet.Com, Inc., a corporation incorporated on the 11th day of November, 1995 pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of Middleware Telecom Corporation, a corporation incorporated on the 28th day of May 1993, pursuant to the provisions of the California General Corporation Law and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 19th day of January, 1999, determined to and did merge into itself said Middleware Telecom Corporation which resolution is in the following words to wit:

WHEREAS this corporation lawfully owns 100% of the outstanding stock of Middleware Telecom Corporation, a corporation organized and existing under the laws of California, and

WHEREAS this corporation desires to merge into itself Middleware Telecom Corporation, and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

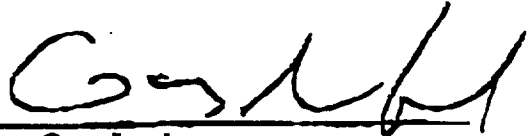
NOW, THEREFORE BE IT RESOLVED, that this corporation merge into itself Middleware Telecom Corporation and assumes all of its liabilities and obligations, and

FURTHER RESOLVED, that each officer of this corporation be and hereby is directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge Middleware Telecom Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware and the Secretary of State of California and a certified copy thereof in the office of the Recorder of Deeds of Kent County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware and California; which may be in any way necessary or proper to effect said merger.

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IN WITNESS WHEREOF, said YouBet.Com, Inc. has caused this certificate to be signed by Gary Jacobs, an authorized officer this 29 day of March 1999.

By: 
Gary Jacobs
Secretary

