

08-12-1999

Form PTO 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RECORD TRAIL



U.S. DEPARTMENT OF COMMERCE PATENT AND TRADEMARK OFFICE

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To the Honorable Commissioner of Patents ... original documents or copy thereof.

1. Name of conveying party(ies): Prodigy, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation - Delaware [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies): Prodigy Communications Corporation 44 South Broadway White Plains, NY 10601 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation - Delaware [ ] Other 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

3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: August 3, 1998

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark registration No.(s) 1,952,455 Additional numbers attached? [ ] Yes [x] No

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41):.....\$40.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit Account No.: 08-3264

5. Name and address of party to whom correspondence concerning document should be mailed: Perla M. Kuhn, Esq. Hughes Hubbard & Reed LLP One Battery Park Plaza New York, New York 10004-1482 (212) 837-6550

DO NOT USE THIS SPACE

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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. Name of Person Signing Perla M. Kuhn Date October 28, 1999

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

Mail documents to be recorded with required cover sheet information to: U.S. Patent and Trademark Office, Office of Public Records Crystal Gateway 4, Room 335, Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being faxed by Ms. Lawan Fletcher at (703) 308-7124 U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231 on 10/28/99 (Date of Deposit).

Elaine S. Parker Name

Signature

10/28/99 Date of Signature

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 OWNERSHIP, WHICH MERGES:

"PRODIGY (NEW YORK), INC.", A DELAWARE CORPORATION, WITH AND INTO "PRODIGY, INC." UNDER THE NAME OF "PRODIGY COMMUNICATIONS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 1998, AT 3:45 O'CLOCK P.M.



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*Edward J. Freel*

Edward J. Freel, Secretary of State

9895675

AUTHENTICATION:

07-30-99

DATE:

**CERTIFICATE OF OWNERSHIP AND MERGER****MERGING**

**Prodigy (New York), Inc.**  
(a Delaware corporation)

**INTO**

**Prodigy, Inc.**  
(a Delaware corporation)

Prodigy, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation was incorporated on the 13th day of June, 1996, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the stock of Prodigy (New York), Inc., a corporation incorporated on the 17th day of July, 1996 pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That the Board of Directors of the Corporation, by a unanimous written consent of directors in lieu of a meeting dated July 6, 1998, duly adopted the following resolutions:

**RESOLVED:** That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge Prodigy (New York), Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation;


**RESOLVED:** That the President and Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Prodigy (New York), Inc. into the Corporation and to cause the same to be filed with the Secretary of State of Delaware, and to take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;

RESOLVED: That the merger of Prodigy (New York), Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

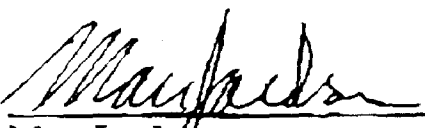
RESOLVED: That the name of the Corporation effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware shall be Prodigy Communications Corporation.

IN WITNESS WHEREOF, Prodigy, Inc. has caused this Certificate to be signed by Samer F. Salameh as President and attested by Marc Jacobson as Secretary, this 3rd day of August, 1998.

PRODIGY, INC.

By   
Samer F. Salameh  
President

ATTEST:

  
\_\_\_\_\_  
Marc Jacobson  
Secretary

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