

*MAD
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ZIFF-DAVIS
a **SOFTBANK**
company
www.zd.com

11-24-1999



101173053

28 East 28th Street
New York, NY 10016
Tel: 212-503-3500
Fax: 212-503-3581

Legal Department

November *23*, 1999
Via Facsimile: (703)308-7124

RECORDATION FORM COVER SHEET - TRADEMARKS

Hon. Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231
Attn: Rhonda Nicol

Re: **Recordal of Merger**
From: **Interactive Enterprises, L.L.C.**
Into: **Ziff-Davis Inc.**

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):
Interactive Enterprises, L.L.C., a Delaware Limited Liability Company;
2. Name and address of receiving party(ies):
Ziff-Davis Inc., a Delaware Corporation;
One Park Avenue
New York, New York 10016
3. Nature of conveyance: Merger
Date of execution: December 19, 1997
Effective date: December 31, 1997
4. Trademark application/registration numbers:
A. Please see attached Schedule A (applications)
B. Please see attached Schedule B (registrations)
5. Please address all correspondence in this matter to:
Andrea Van Kampen, Esq.
ZD Inc.
28 East 28th Street
New York, NY 10016
(212) 503-3571

75002213
0000001-240235
7/24/1999 T10N11

*Change
Fee:
315.00*

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Re: Recordal of Merger
From: Interactive Enterprises, L.L.C.
Into: Ziff-Davis Inc.

6. Total number of applications and registrations involved: 12
(9 applications and 3 registrations)
7. Total fee enclosed: \$315.00.
Please charge our deposit account No. 26-0235 the sum of \$315.00 to cover the fee for Recordal of Merger. Please charge any deficiency or credit any overcharge to said Deposit Account.
8. 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.

Sincerely,


Andrea Van Kampen
November 23, 1999

Total number of pages comprising cover sheet: 4

CERTIFICATE OF FACSIMILE TRANSMISSION

FACSIMILE NUMBER: (703)308-7124 - Assignment Branch

I CERTIFY THAT THIS CORRESPONDENCE IS BEING SENT BY FACSIMILE TRANSMISSION VIA THE ABOVE FACSIMILE NUMBER TO: HON. COMMISSIONER OF PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, D.C. 20231, ATTN: RHONDA NICOL on November 23, 1999.

Signature: 
Marilyn F. Kelly

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SCHEDULE "A"**SCHEDULE OF U.S. TRADEMARK APPLICATIONS**

Recordal of Merger from Interactive Enterprises, L.L.C. into Ziff-Davis Inc.

Mark	Class	Serial No.	Filed
@NET INDEX	16	75/002213	10/ 6/1995
@NET INDEX	36	75/002214	10/ 6/1995
@NET INDEX	36, 42	75/002215	10/ 6/1995
@NET INDEX	42	75/322472	7/10/1997
A AND DESIGN	16	74/645941	3/13/1995
BUSINESS WEB	16	74/645889	3/ 9/1995
INTERNET@VAR	9, 16	75/089569	4/17/1996
VAR WEEK	35, 42	75/284939	5/ 1/1997
VAR WEEK	9, 16	75/284940	5/ 1/1997

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SCHEDULE "B"**SCHEDULE OF U.S. TRADEMARK REGISTRATIONS**

Recordal of Merger from Interactive Enterprises, L.L.C. into Ziff-Davis Inc.

Mark	Class	Reg. No.	Reg. Date
@BUSINESS	16	2,164,259	6/ 9/1998
INTER@CTIVE WEEK	16	2,046,283	3/18/1997
WEBGUIDE	16	2,051,674	4/ 8/1997

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State of Delaware

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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:

"INTERACTIVE ENTERPRISES, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ZIFF-DAVIS INC." UNDER THE NAME OF "ZIFF-DAVIS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 1997, AT 2 O'CLOCK P.M.



Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

2447264 8100M

981119838

AUTHENTICATION:

DATE: 8998981

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12-19-97

**CERTIFICATE OF MERGER
OF
INTERACTIVE ENTERPRISES, L.L.C.**

INTO

ZIFF-DAVIS INC.

**Under Section 264 of the General Corporation Law
of the
State of Delaware**

Ziff-Davis Inc. hereby certifies that:

- 1. Ziff-Davis Inc. is a corporation organized under the General Corporation Law of the State of Delaware.**
- 2. Interactive Enterprises, L.L.C is a limited liability company formed under the Delaware Limited Liability Company Act.**
- 3. Ziff-Davis Inc. owns all of the membership interests in Interactive Enterprises, L.L.C.**
- 4. On December 17, 1997, the Board of Directors of Ziff-Davis Inc. adopted the resolutions attached hereto as Annex A approving the merger of Interactive Enterprises L.L.C. with and into Ziff-Davis Inc. and an agreement of merger, in accordance with Section 264 of the Delaware General Corporation Law.**
- 5. On December 17, 1997, Ziff-Davis Inc. as sole member and manager of Interactive Enterprises, L.L.C. adopted the resolutions attached as Annex B approving the merger of Interactive Enterprises L.L.C. with and into Ziff-**

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Davis Inc. and an agreement of merger, in accordance with Section 264 of the Delaware General Corporation Law.

6. The surviving company shall be Ziff-Davis Inc. (hereinafter sometimes referred to as the "Surviving Company") and Ziff-Davis Inc. shall continue to exist under and to be governed by the laws of the State of Delaware.

7. The Certificate of Incorporation of Ziff-Davis Inc. in effect immediately prior to the effective date of the merger shall be the certificate of incorporation of the Surviving Company. No changes, alterations, or amendments to the Certificate of Incorporation of Ziff-Davis Inc. shall be made pursuant to the merger.

8. The merger shall become effective as of the close of business on December 31, 1997.

9. The agreement of merger is on file at One Park Avenue, New York, NY 10016, the principal place of business of Ziff-Davis Inc., the Surviving Company.

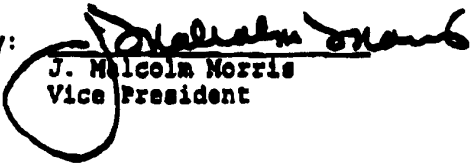
10. Since Ziff-Davis Inc. is the sole member of Interactive Enterprises L.L.C., all members have received a copy of the agreement of merger.

11. The agreement of merger has been approved, adopted, certified, executed and acknowledged by each constituent entity in accordance with Section 264.

IN WITNESS WHEREOF, Ziff-Davis Inc. has caused this Certificate of Merger to be signed by J. Malcolm Morris, its Vice President, as of this 19th day of December 1997.

ZIFF-DAVIS INC.

By:


J. Malcolm Morris
Vice President

jmm/certocr2

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Annex A

Resolutions
of the
Board of Directors
of Ziff-Davis Inc. (the "Company")

RESOLVED, that Interactive Enterprises, L.L.C., a limited liability company formed under the Delaware Limited Liability Company Act ("IE") of which the Company is the only member, be merged into the Company and the Company shall assume all liabilities and obligations of IE in accordance with the provisions of Section 264 of the Delaware General Corporation Law (the "Merger");

RESOLVED, that the Merger shall become effective as of the close of business on the 31st day of December 1997 and shall have the effects described in Section 264 of the Delaware General Corporation Law;

RESOLVED, that an Agreement of Merger is hereby approved by which the Company shall be the surviving company; the Certificate of Incorporation of the Company in effect immediately prior to the effective date of the Merger shall be the certificate of incorporation of the surviving company; and no changes, alterations, or amendments to the Certificate of Incorporation of the Company shall be made pursuant to the Merger;

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized, directed and empowered to sign and deliver a Certificate of Merger with respect to the Merger to the Secretary of State of Delaware;

RESOLVED, that the Agreement of Merger be submitted to the sole stockholder of the Company for its approval by written consent without a meeting; and

RESOLVED, that the proper officers of the Company are hereby authorized and directed to do and perform such acts and things and to sign such documents and certificates and to take all such other action as they or any of them may deem necessary or advisable to accomplish the purposes and intent of the foregoing resolutions.

jmm\resolved

Annex B

**Resolutions
of the
Sole Member
of Interactive Enterprises L.L.C. (the "Company")**

RESOLVED, the Company be merged into Ziff-Davis Inc. ("Ziff-Davis"), the Company's sole member and Ziff-Davis shall assume all liabilities and obligations of the Company in accordance with the provisions of Section 264 of the Delaware General Corporation Law (the "Merger");

RESOLVED, that the Merger shall become effective as of the close of business on the 31st day of December 1997 and shall have the effects described in Section 264 of the Delaware General Corporation Law;

RESOLVED, that an Agreement of Merger is hereby approved by which Ziff-Davis shall be the surviving company; the Certificate of Incorporation of Ziff-Davis in effect immediately prior to the effective date of the Merger shall be the certificate of incorporation of the surviving company; and no changes, alterations, or amendments to the Certificate of Incorporation of Ziff-Davis shall be made pursuant to the Merger; and

RESOLVED, that the proper officers of the Company are hereby authorized and directed to do and perform such acts and things and to sign such documents and certificates and to take all such other action as they or any of them may deem necessary or advisable to accomplish the purposes and intent of the foregoing resolutions.

jam\resolvie

RECORDED: 11/23/1999

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