

11-05-1999



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MUD 11/01/99

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment
  - License
  - Security Agreement
  - Nunc Pro Tunc Assignment
  - Merger
  - Change of Name
  - Other
- Effective Date  
Month Day Year

**Conveying Party**

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document attached. from Assignment.)

Citizenship/State of Incorporation/Organization

11/04/1999 DRUYEN 00000185 75214409

01 FC:481  
02 FC:482

40.00 OP  
475.00 OP

**FOR OFFICE USE ONLY**

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027).

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

**TRADEMARK**

**REEL: 001985 FRAME: 0352**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

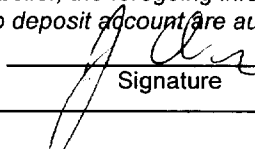
Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Jason A. Duva  
Name of Person Signing

  
Signature

11/1/99  
Date Signed

**Additional Trademark Application Number(s) or Registration Number(s)**

75/632,130

75/646,559

75/656,120

75/676,621

75/684,488

75/656,121

75/676,620

75/632,132

75/632,719

**CERTIFICATE OF MERGER****FOR THE MERGER****OF**

**Gamesville.com, Inc.**  
**(a Massachusetts corporation)**

**WITH AND INTO**

**Gamesville.com, Inc.**  
**(a Delaware corporation)**

\*\*\*\*\*

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "Delaware Law"), Gamesville.com, Inc., a corporation organized and existing under and by virtue of the Delaware Law and the surviving corporation in the merger contemplated herein (sometimes referred to herein as "Delaware Company" or the "Surviving Corporation"), DOES HEREBY CERTIFY:

**FIRST.** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Gamesville.com, Inc.	Delaware
Gamesville.com, Inc. ("Massachusetts Company")	Massachusetts

**SECOND.** That an Agreement and Plan of Merger (referred to herein as the "Merger Agreement"), dated as of May 24, 1999, by and between Delaware Company and Massachusetts Company setting forth the terms and conditions of the merger of Massachusetts Company with and into Delaware Company has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the Delaware Law.

**THIRD.** The name of the surviving corporation is "Gamesville.com, Inc." (a Delaware corporation).

**FOURTH.** As part of the merger, the certificate of incorporation of Delaware Company shall remain the certificate of incorporation of the surviving corporation.

**FIFTH.** That the executed Merger Agreement is on file at the principal place of business of Delaware Company, the surviving corporation. The address of the principal place of business of Delaware Company, as the surviving corporation, is 236 Huntington Avenue, Suite 415, Boston, MA 02115.


**SIXTH.** The total number of shares of stock of all classes which Massachusetts Company has authority to issue is 2,200,000 shares, of which there are (i) 1,900,000 shares of Series A Common Stock, no par value per share and (ii) 300,000 shares of Series B Common Stock, no par value per share.

**SEVENTH.** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

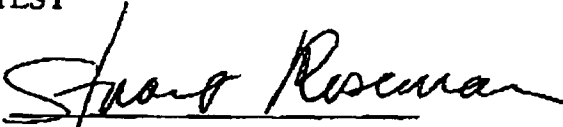
**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, Delaware Company, the surviving entity, has caused this Certificate of Merger to be signed by its authorized officer, this 24th day of May, 1999, and such authorized officer acknowledges that such signature is made on behalf of the Surviving Corporation and that the facts stated herein are true and correct as of the date hereof.

GAMESVILLE.COM, INC.  
(A Delaware corporation)

By:   
Name: STEVEN KANE  
Title: CEO

ATTEST

By:   
Name: STUART ROSEMAN  
Title: CTO

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:

"GAMESVILLE.COM, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "GAMESVILLE.COM, INC." UNDER THE NAME OF "GAMESVILLE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH 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.



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

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991206702

AUTHENTICATION: 9763474

DATE: 05-25-99

RECORDED: 11/01/1999

TRADEMARK REEL: 001985 FRAME: 0358