

12-14-1999



U.S. DEPARTMENT OF COMMERCE

101221597

ER SHEET

TRADEMARK ONLY

Patent and Trademark Office
Docket No. 027008.2000

*MUN
11/29/99*

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

<p>1. Name of Conveying party(ies): NetZero, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other California Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: NetZero, Inc. Street Address: 2555 Townsgate Village Road Westlake Village, California 91362 <input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: Delaware _____ <input type="checkbox"/> Other: _____ Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: June 14, 1999</p>	
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/745,666, 75/762,891, 75/661,719, 75/661,449, 75/630,559, 75/796785, 75/797,129, 75/796,784, 75/792,097, 75/792097, 75/796,730, 75/797,086 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Rochelle D. Alpert Brobeck, Phleger & Harrison LLP Spear Street Tower One Market San Francisco, CA 94105</p>	<p>6. Total number of applications and trademark registrations involved: 12 7. Total fee (37 C.F.R. § 3.41): \$315.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account, referencing Attorney Docket: 027008.2000 8. Deposit account number: 02-3950</p>

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to **Deposit Account No. 02-3950.**

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.

Name: Rochelle D. Alpert *Rochelle D. Alpert* *October 28, 1999*
Signature Date

Total number of pages comprising cover sheet, attachment and document: 6

12/14/1999 TTON11 00000026 75745666

01 FC:481	40.00 OP
02 FC:482	275.00 OP

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

2167481

FILED
In the office of the Secretary of State
of the State of California

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

JUN 18 1999

Bill Jones
BILL JONES, Secretary of State

NetZero, Inc., which will transact business in California as Delaware - NetZero, Inc.
(Name of Corporation)

_____, a corporation organized and existing under the
laws of Delaware, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is 2555 Townsgate Road
Westlake Village, California 91362
2. The address of its principal office in the State of California is 2555 Townsgate Road
Westlake Village, California 91362

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA
(Complete Either Item 3 or Item 4)

3. (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete address is _____
_____, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

National Registered Agents, Inc., a corporation organized and existing
under the laws of Delaware, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

NOTE: Corporate agents must have complied with Section 1505, California Corporations Code, prior to designation

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given

Charles S. Hilliard
(Signature of Corporate Officer)

Charles S Hilliard
Chief Financial Officer
(Typed Name and Title of Officer Signing)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NETZERO, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NETZERO, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3032322 8300

991237279

AUTHENTICATION:

9801261

DATE:

06-14-99

NETZERO, INC.
2555 Townsgate Road
Westlake Village, CA 91362

June 14, 1999

VIA FEDERAL EXPRESS

Secretary of State
1230 J Street
Sacramento, CA 95814-2974

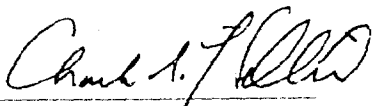
Re: Delaware - NetZero, Inc.

To Whom It May Concern:

NetZero, Inc., a California corporation, hereby consents to the filing of the Statement and Designation by Foreign Corporation of "NetZero, Inc. which will transact business in California as Delaware - NetZero, Inc.," a Delaware corporation, which is an affiliate of NetZero, Inc.

Very truly yours,

NetZero, Inc.

By: 
Charles S. Hilliard
Chief Financial Officer

21674810

FILED
In the office of the Secretary of State
of the State of California

SEP 24 1999

Bill Jones
BILL JONES, Secretary of State

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

NetZero, Inc.

(Name of Corporation)

_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

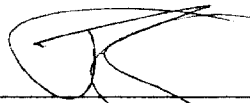
qualified for the transaction of intrastate business in the State of California under the
name "NetZero, Inc., which will transact business in California as Delaware - NetZero,
Inc."

makes the following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was NetZero, Inc., which will
transact business in California as Delaware - NetZero, Inc.

NetZero, Inc.

(Name of Corporation)



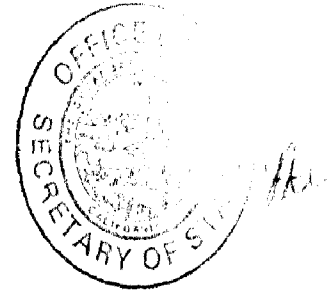
(Signature of Corporate Officer)

Fred Randall Senior Vice President

(Typed Name and Title of Officer Signing)



State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 04 1999



Bill Jones

Secretary of State