



12-16-1999



11-29-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #26

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11/29/99

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
Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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)

State/Country

Zip Code

Individual General Partnership Limited Partnership Association

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 from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

12/15/1999 DNGUYEN 00000074 1969190

01 Fl:461
02 Fl:462

40.00 OP
425.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 001999 FRAME: 0570

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.

Cynthia C. Henderson



11/24/99

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

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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)

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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 OWNERSHIP, WHICH MERGES:

"PROMOFONE", A CALIFORNIA CORPORATION,

WITH AND INTO "MOVIEFONE, INC." UNDER THE NAME OF

"MOVIEFONE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2372841 8100M

991486806

AUTHENTICATION: 0094986

DATE: 11-22-99

CERTIFICATE OF OWNERSHIP AND MERGER
OF
PROMOFONE
(a California corporation)
into
MOVIEFONE, INC.
(a Delaware corporation)

It is hereby certified that:

1. MovieFone, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of each class of stock of PromoFone, which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of PromoFone permit the merger of a business corporation of its jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges PromoFone into the Corporation as of the close of business on December 31, 1997 and said time shall be the effective merger time.
5. The following is a copy of the resolutions adopted on December 11, , 1997 by the Board of Directors of the Corporation to merge the said PromoFone into the Corporation:

RESOLVED, THAT, PromoFone be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of PromoFone be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by PromoFone in its name;

RESOLVED, THAT, this Corporation assume all of the obligations of PromoFone;

RESOLVED, THAT, this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of PromoFone and of this Corporation and in any other appropriate jurisdiction;

RESOLVED, THAT, the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be as of close of business on December 31, 1997, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time;

RESOLVED, THAT, MovieFone, Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of PromoFone, which is a business corporation of the State of California, does hereby merge PromoFone into MovieFone, Inc. pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the General Corporation Law of the State of Delaware and does hereby assume all of the liabilities of PromoFone;

RESOLVED, THAT, PromoFone shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and MovieFone, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware;

RESOLVED, THAT, the issued shares of PromoFone shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as MovieFone, Inc. is the owner of all outstanding shares of PromoFone, but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished;

RESOLVED, THAT, the Board of Directors and the proper officers of MovieFone, Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for;

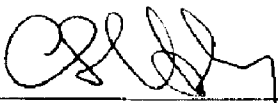
RESOLVED, THAT, the merger herein provided for shall become effective on the close of business on December 31, 1997;

RESOLVED, THAT, this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of PromoFone and this Corporation and in any other appropriate jurisdiction;

RESOLVED, THAT, the Agreement of Merger of PromoFone into MovieFone, Inc., in the form submitted to the directors and attached hereto, be, and hereby is, unanimously approved and adopted; and the directors and officers of the Corporation are hereby authorized and directed to execute in the name and on behalf of the Corporation any and all agreements, certificates, and other instruments and to take such other actions as they shall deem necessary or advisable to carry out the aforesaid.

Executed on *December 11, 1997.*

MOVIEFONE, INC.

By: 
Adam Slutsky, Chief Financial
Officer and Secretary