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ET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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MD 12-6-99

To the Honorable Commissioner of Patents a _____ and the attached original documents or copy thereof.

1. Name of conveying party(ies):
Forman Interactive Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-New York
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Register.com, Inc.
Internal Address: _____
Street Address: 134 Fifth Avenue, 3rd Floor
City: New York State: NY ZIP: 10011

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 23, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/691,042 and 75/692,792

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David W. Grace
Internal Address Loeb & Loeb LLP

Street Address: 10100 Santa Monica Boulevard,
Suite 2200
City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: | 2 |

7. Total fee (37 CFR 3.41) \$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-1820
(Attach duplicate copy of this page if paying by deposit account)

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01 EC:481 10.00 DP
02 EC:482 25.00 DP

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.

David W. Grace
Name of Person Signing

3 Dec 99
Date

Total number of pages including cover sheet, attachments, and document: [5]

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

TRADEMARK
REEL: 002001 FRAME: 0115

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FORMAN INTERACTIVE CORP.", A NEW YORK CORPORATION, WITH AND INTO "REGISTER.COM, INC." UNDER THE NAME OF "REGISTER.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 1999, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9822379
DATE: 06-23-99

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TRADEMARK

REEL: 002001 FRAME: 0116

**CERTIFICATE OF MERGER
OF
FORMAN INTERACTIVE CORP.
a New York corporation
INTO
REGISTER.COM, INC.
a Delaware corporation**

* * * * *

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Forman Interactive Corp. ("Forman")	New York corporation
Register.com, Inc. ("Register.com")	Delaware corporation

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporation in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Register.com, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Register.com, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 134 Fifth Avenue, New York, NY 10011.

SIXTH: That a copy of the Plan and Agreement of Merger will be furnished on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 06/23/1999
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JUN-23-98 WED 10:18 AM NCR PH# 734-1450

FAX NO. 3027341476

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<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share</u>
Forman Interactive Corp.	Common Stock	12,000,000	\$0.0001
	Exchangeable Preferred Stock	428,571	\$0.0001

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