

12-23-1999

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12-13-99 OPR/FINANCE

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

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)

- Individual General Partnership Limited Partnership

- Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

12/22/1999 TTOM11 00000172 75582839

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
100.00 OP

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 the 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), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 002003 FRAME: 0444

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)

<input type="text" value="75/582839"/>	<input type="text" value="75/582879"/>	<input type="text"/>
<input type="text" value="75/582466"/>	<input type="text" value="75/582979"/>	<input type="text"/>
<input type="text" value="75/582842"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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:

#

Attorney Docket No. 19069-009

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.

Brett N. Dorny

12/10/99

Name of Person Signing

Signature

Date Signed

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:

"BOLT MEDIA INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONCRETE MEDIA, INC." UNDER THE NAME OF "BOLT MEDIA, 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 FEBRUARY, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2653684 8100M

991059506

AUTHENTICATION: 9577321

DATE: 02-16-99

TRADEMARK
REEL: 002003 FRAME: 0446

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BOLT MEDIA, INC.

INTO

CONCRETE MEDIA, INC.

It is hereby certified that:

1. Concrete Media, Inc. (hereinafter sometimes referred to as the ("Corporation") is a business corporation in the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of Bolt Media, Inc., which is also a business corporation of the State of Delaware.
3. On February 16, 1999, the Board of Directors of the Corporation adopted the following resolutions to merge Bolt Media, Inc. into the Corporation:

RESOLVED, that Bolt Media, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Bolt Media, Inc. 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 Bolt Media, Inc. in its name.

RESOLVED, that this Corporation shall assume all of the obligations of Bolt Media, Inc.

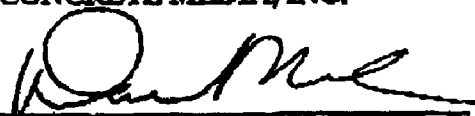
RESOLVED, that this Corporation shall cause to be executed and filed and/or recorded the documents presented by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction.

RESOLVED, that this Corporation shall change its corporate name to Bolt Media, Inc.

RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be February 16, 1999.

Executed on February 16, 1999.

CONCRETE MEDIA, INC.

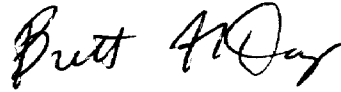


Daniel Pelson
President

TRADOC: 1109446.1 (g1k#011dec)

The Commissioner is hereby authorized to credit any overpayment or charge any fee deficiency to Deposit Account No. 50-0311, Reference 19069-009. A duplicate of this sheet is enclosed.

Respectfully submitted,



Brett N. Dorny
Registration No. 35,860
Mintz, Levin, Cohn, Ferris, Glovsky
and Popeo, P.C.
One Financial Center
Boston, MA 02111
Telephone: (617) 542-6000
Facsimile: (617) 542-2241

Dated: December 10, 1999

TRADOCS:1271616.1(R96_01).DOC)