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01-06-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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U.S. Department of Commerce
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RECORDATION FORM COVER SHEET
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OPR/FINANCE

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)

City

State/Country

Zip Code

- 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.)

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40.00 DP

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. 20231

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

(650) 494-0600

Name

Tanda L. Neundorf, Esq.

Address (Line 1)

Fenwick & West Llp

Address (Line 2)

Two Palo Alto Square, Suite 800

Address (Line 3)

Palo Alto, Ca 94306

Address (line 4)

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

3

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).

Trade Application Number(s)

Registration Number(s)

2043911		

Number of Properties Enter the total number of properties involved.

1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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:

50-0261

Authorization to charge additional fees:

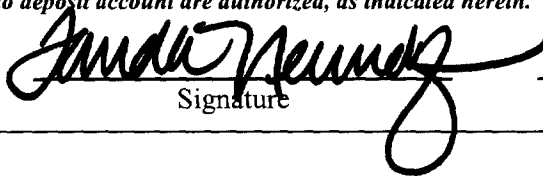
Yes No

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.

Tanda L. Neundorf, Esq.

Name of Person Signing



Signature

December 8, 1999

Date Signed



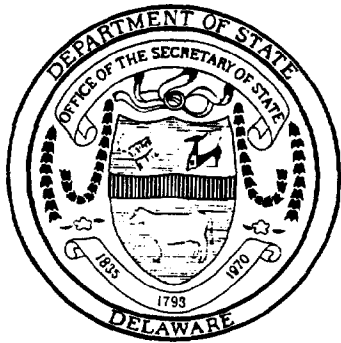
Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MMAW CONSOLIDATION CORP." FILED IN THIS OFFICE ON THE TWENTIETH DAY OF APRIL, A.D. 1992, AT 9 O'CLOCK A.M.

* * * * *

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REEL 0898 FRAME 021



921135120

Michael Ratchford

SECRETARY OF STATE

AUTHENTICATION: *3422456

DATE: 04/22/1992

CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
MMAW CONSOLIDATION CORP.

MMAW CONSOLIDATION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "Corporation"), DOES HEREBY CERTIFY THAT:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation ("Certificate of Incorporation") is amended as follows:

1. Article I of the Amended and Restated Certificate of Incorporation is amended to read as follows:

"The name of the corporation is Macromedia, Inc."

SECOND: The foregoing Amendment to the Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

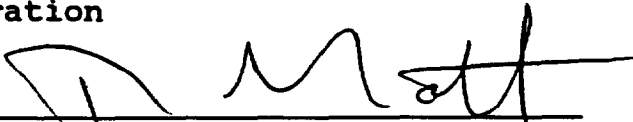
THIRD: The foregoing Amendment to the Amended and Restated Certificate of Incorporation has been duly consented to and approved by the required vote of stockholders of the Corporation in accordance with Sections 141 and 242 of the General Corporation law of the State of Delaware. The total number of outstanding shares entitled to vote with respect to the Amendment was 2,857,526 shares of Common Stock, and 4,769,021 shares of Preferred Stock. A majority of the outstanding shares of Common Stock and Preferred Stock voted in favor of the Amendment.

FOURTH: The capital stock of the Corporation will not be reduced under or by reason of the Amendment.

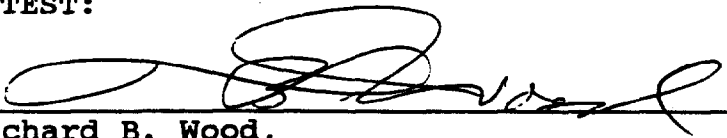
The undersigned, being the Chief Executive Officer and Secretary, respectively, of the Corporation do hereby make this Certificate, declaring and certifying that the facts stated herein are true and have set our hands hereunto this 16th day of April, 1992.

MMAW CONSOLIDATION CORP., a Delaware corporation

By:


Timothy Mott, Chief Executive Officer

ATTEST:


Richard B. Wood,
Secretary

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OFFICE

SLP 18 1992



FENWICK & WEST LLP

A LIMITED LIABILITY PARTNERSHIP

TWO PALO ALTO SQUARE | PALO ALTO, CA 94306
TEL 650.494.0600 | FAX 650.494.1417 | www.fenwick.com

December 8, 1999

VIA EXPRESS MAIL
Return Receipt Requested

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recordation of Trademark Assignments
On Behalf of Macromedia, Inc.
Our Ref.: 18142/00070

Dear Sirs:

Please find enclosed trademark assignments for recordation accompanied by the required Recordation Form Cover Sheets filed on behalf of Macromedia, Inc.

The following attached documentary evidence show transfer of title from Macromind, Inc. through to Macromedia, Inc. These documents are:

1. Merger of Macromind, Inc. and Paracomp, Inc. to form Macromind/Paracomp, Inc. (11/01/1991);
2. Merger of Macromind/Paracomp, Inc., Authorware, Inc. and MMAW Consolidation Corporation to form MMAW Consolidation Corporation (3/31/1992); and
3. Name Change of MMAW Consolidation Corporation to Macromedia, Inc. (4/16/1992).

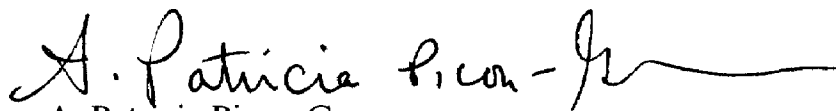
Please record the above-referenced documents.

Attached, please find our firm's check in the amount of \$120.00 in payment of the filing fees. If additional fees are required, please charge our Deposit Account No. 50-0261.

18142/00070/SF/5011923.1

Please return the stamped, self-addressed postcard to acknowledge receipt of the above documents, and direct any correspondence or notifications regarding this matter to Tanda L. Neundorf, Esq. at our Palo Alto office.

Very truly yours,

A handwritten signature in cursive script that reads "A. Patricia Picou-Green". The signature is written in black ink and extends across the width of the page.

A. Patricia Picou-Green
Trademark Paralegal

Enclosures

cc: Tanda L. Neundorf, Esq.