

03-13-2000

Form PTO 1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

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TRADE



U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

101288378

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

1. Name of conveying party(ies):
 Prodigy, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Delaware
 Other

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

2. Name and address of receiving party(ies):
 Prodigy Communications Corporation
 44 South Broadway
 White Plains, NY 10601

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

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3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

CORRECTIVE DOCUMENT

Execution Date: August 3, 1998

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark registration No.(s)
 1,952,445

5. Name and address of party to whom correspondence concerning document should be mailed:
 Perla M. Kuhn, Esq.
 Hughes Hubbard & Reed LLP
 One Battery Park Plaza
 New York, New York 10004-1482
 (212) 837-6550

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account No.: 08-3264

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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 of Person Signing

Perla M. Kuhn
Perla M. Kuhn

February 10, 2000

Date

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

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CERTIFICATE OF MAILING

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I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an Express Mail envelope addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on 2/10/00 (Date of Deposit).

Elaine S. Parker
Name

Signature

2/10/00
Date of Signature

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Form PTO 1594
(Rev. 6-93)
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U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

8-9-99

To the Honorable Commissioner of Patents 101116314 original documents or copy thereof.

<p>1. Name of conveying party(ies): Prodigy, Inc.</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other </p> <p>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): Prodigy Communications Corporation 44 South Broadway White Plains, NY 10601</p> <p> <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 - Delaware <input type="checkbox"/> Other </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other </p> <p>Execution Date: August 3, 1998</p>	

<p>4. Application number(s) or registration number(s):</p>	
<p>A. Trademark Application No.(s)</p>	<p>B. Trademark registration No.(s) 1,952,455</p>
<p>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: Perla M. Kuhn, Esq. Hughes Hubbard & Reed LLP One Battery Park Plaza New York, New York 10004-1482 (212) 837-6550</p>	<p>6. Total number of applications and registrations involved: 1</p> <p>7. Total fee (37 CFR 3.41):.....\$40.00</p> <p> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account </p> <p>8. Deposit Account No.: <u>08-3264</u></p>
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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.

<p>Name of Person Signing _____ Perla M. Kuhn</p>	<p>October 28, 1999 Date</p>
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I hereby certify that this correspondence is being faxed to Ms. Lawan Fletcher at (703) 308-7124 U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231 on 10/28/99 (Date of Deposit).

Elaine S. Parker
Name

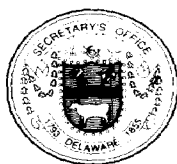
Signature

10/28/99
Date of Signature

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:

"PRODIGY (NEW YORK), INC.", A DELAWARE CORPORATION, WITH AND INTO "PRODIGY, INC." UNDER THE NAME OF "PRODIGY COMMUNICATIONS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF AUGUST, A.D. 1998, AT 3:45 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2632696 8100M

9895675

991315383

AUTHENTICATION:

07-30-99

DATE:

8-3-98

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Prodigy (New York), Inc.
(a Delaware corporation)

INTO

Prodigy, Inc.
(a Delaware corporation)

Prodigy, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 13th day of June, 1996, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of Prodigy (New York), Inc., a corporation incorporated on the 17th day of July, 1996 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, by a unanimous written consent of directors in lieu of a meeting dated July 6, 1998, duly adopted the following resolutions:

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge Prodigy (New York), Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation;


RESOLVED: That the President and Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Prodigy (New York), Inc. into the Corporation and to cause the same to be filed with the Secretary of State of Delaware, and to take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;

RESOLVED: That the merger of Prodigy (New York), Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

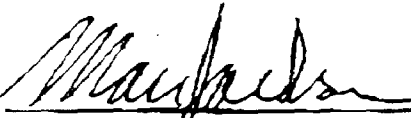
RESOLVED: That the name of the Corporation effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware shall be Prodigy Communications Corporation.

IN WITNESS WHEREOF, Prodigy, Inc. has caused this Certificate to be signed by Samer F. Salameh as President and attested by Marc Jacobson as Secretary, this 3rd day of August, 1998.

PRODIGY, INC.

By: 
Samer F. Salameh
President

ATTEST:



Marc Jacobson
Secretary

** TOTAL PAGE.007 **

TOTAL P.05

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Name of Person Signing

Perla M. Kuhn

Perla M. Kuhn

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ELAINE S. PARKER
Name

Signature

Elaine S. Parker

8/9/99
Date of Signature