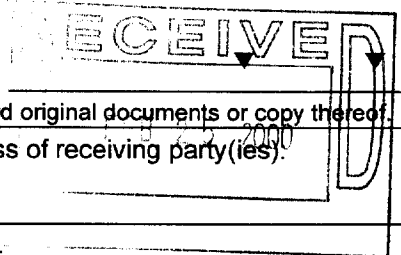


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To the Honorable Commissioner of Patents

101302759

... and attached original documents or copy thereof.

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

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

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

2. Name and address of receiving party(ies):

Name: HearMe  
Internal Address: \_\_\_\_\_  
Street Address: 665 Clyde Avenue  
City: Mountain View State: CA ZIP: 94043

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State 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: January 13, 2000

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

A. Trademark Application No.(s)  
See attached Schedule A

B. Trademark Registration No.(s)  
See attached Schedule A

Additional numbers attached?  Yes  No

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

Name: Joanne R. Scully  
Internal Address: \_\_\_\_\_  
Street Address: Wilson Sonsini Goodrich & Rosati  
650 Page Mill Road  
City: Palo Alto State: CA ZIP: 94304-1050

6. Total number of applications and registrations involved: ..... 20

7. Total fee (37 CFR 3.41)..... \$ 515.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-2415 Attn: 16326-900  
(Attach duplicate copy of this page if paying by deposit account)

03/29/2000 DCOATES 00000143 2171525  
01 FC:481  
02 FC:482

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40.00 OP  
475.00 OP

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.*

Joanne R. Scully                              Joanne R. Scully                              February 18, 2000  
Name of Person Signing                              Signature                              Date

Total number of pages including cover sheet, attachments, and document: 6

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

## Schedule A

<u>Mark</u>	<u>Application/Registration Number</u>
MPATH INTERACTIVE	2,171,525
SCRBBLETALK	2,049,911
WANNA PLAY	2,177,219
MPATH	75/487,674
MPLAYER.COM	75/507,435
MPLAYER.COM	75/507,436
MPLAYER.COM	75/507,437
MPATH (AND DESIGN)	75/507,431
MPLAYER.COM	75/507,432
DESIGN (M STYLIZED)	75/549,304
DESIGN (M STYLIZED)	75/547,191
DESIGN (M STYLIZED)	75/549,933
HEARME	75/597,220
HEARME.COM	75/646,512
HEARME	75/648,641
MPLAYER.COM	75/694,260
MPLAYER	2,133,005
DESIGN (SOUND WAVES)	75/646,513
SEE&HEARME	75/806,959
SEE&HEARME	75/806,915

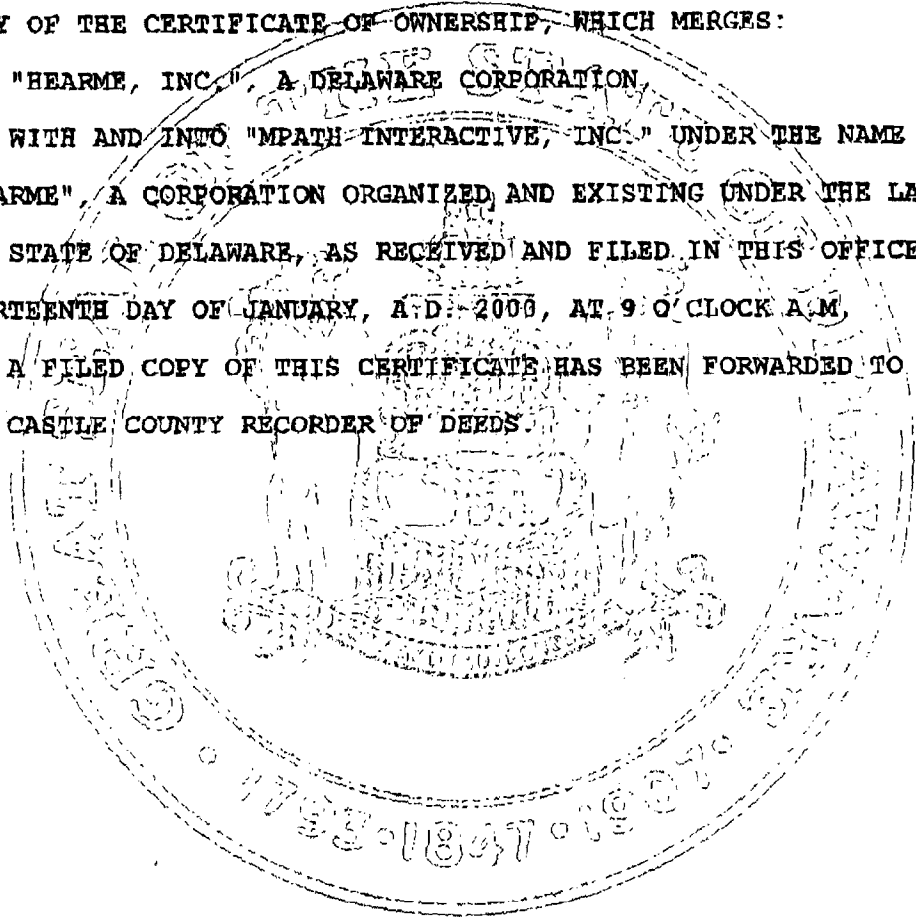
State of Delaware  
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"HEARME, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "MPATH INTERACTIVE, INC." UNDER THE NAME OF  
"HEARME", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF  
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE  
THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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001021002

AUTHENTICATION: 0207568

DATE: 01-19-00

TRADEMARK  
REEL: 002042 FRAME: 0741

**CERTIFICATE OF OWNERSHIP AND MERGER**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, the undersigned, the President of Mpath Interactive, Inc. (the "Company"), a Delaware corporation, hereby certifies in connection with the merger of Mpath Interactive, Inc. and HearMe, Inc. that:

1. The Company owns all of the outstanding shares of HearMe, Inc., a corporation organized under the laws of Delaware.
2. The Company, by the following resolutions of its Board of Directors, duly adopted by written consent dated as of December 17, 1999, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, determined to merge HearMe, Inc. into itself on the terms and conditions set forth in such resolutions:

**Merger Subsidiary: HearMe, Inc.**

**RESOLVED**, that the officers of the Company are authorized to form HearMe, Inc. ("Merger Sub") under the laws of the State of Delaware and upon its formation, to purchase all 1000 shares of Merger Sub's Common Stock in exchange for the aggregate amount of \$.50.

**RESOLVED FURTHER**, that any director or officer of the Company, acting pursuant to authority delegated by the Board of Directors, is hereby authorized and directed to execute and deliver all documents and take such additional actions as may be necessary or appropriate to organize Merger Sub.

**RESOLVED FURTHER**, that the prior actions by the officers of the Company in connection with the formation of Merger Sub are hereby approved, adopted and ratified.

**RESOLVED FURTHER**, that the Company, as the sole stockholder of Merger Sub, hereby approves the Merger and adopts and approves the Related Documents, and all other subsidiary documents and agreements related thereto.

**Merger with HearMe, Inc.**

**RESOLVED**, that the Board of Directors of the Company believes that it is in the best interests of the Company and its stockholders to merge Merger Sub with and into the Company, with the Company surviving (the "Merger").

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**RESOLVED FURTHER**, that the Merger and all other related documents contemplated thereby including, without limitation, the Certificate of Merger attached as Exhibit A hereto and the Stock Purchase Agreement attached as Exhibit B hereto (collectively, the "Related Documents") are hereby adopted and approved by the Board, provided, however, that the officers of the Company are hereby authorized to make such changes and amendments to such documents as they may deem necessary or appropriate.

**RESOLVED FURTHER**, that the officers of the Company are hereby authorized and directed to execute and deliver on behalf of the Company the Related Documents and thereafter to cause the Company to perform all of its obligations and duties with respect to such agreements.

**RESOLVED FURTHER**, that the prior actions by the officers of the Company in connection with the Merger and the Related Documents are hereby approved, adopted and ratified.

**RESOLVED FURTHER**, that there are hereby reserved from the Company's authorized but unissued capital stock the maximum number of shares of the Company's common stock as may be issuable upon consummation of the Merger.

**RESOLVED FURTHER**, that, pursuant to the foregoing transactions, the Company shall succeed to all of the rights, certificates, privileges, powers, properties, franchises and assets of Merger Sub.

**RESOLVED FURTHER**, that for purposes of complying with state law, the officers of the Company are authorized to irrevocably appoint the Delaware Secretary of State as its Agent upon whom may be served any notice, process or pleading in any suit, action or proceeding against it in connection with the enforcement of any obligation arising from the transactions contemplated by these resolutions, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings under Delaware General Corporation Law.

**RESOLVED FURTHER**, that the officers of the Company are hereby authorized and directed to execute and deliver all documents, file all certificates and notifications with appropriate federal, state and local authorities and take such additional actions as may be necessary or appropriate to carry out the intent of the foregoing resolutions.

Amendment of the Company's Certificate of Incorporation

0193288.03

**RESOLVED**, that, upon the effectiveness of the merger, the name of the Company shall be changed to "HearMe" and Article 1 of the Amended and Restated Certificate of Incorporation of the Company shall be amended to read as follows:

"The name of the corporation is HearMe (the "Corporation")."

- 3. As of the date of this Certificate, the Company's total assets are greater than \$10,000,000.

Mpath Interactive, Inc. has caused the Certificate to be signed by Paul Mantucci, its President and Chief Executive Officer, this 7th day of January, 2000.

Mpath Interactive, Inc.

By:   
President

0103283.03