

MP 2/28/00

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

04-04-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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OPR/FINANCE

**RECORDATION FORM COVER SHEET
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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

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/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation
- 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.)

FOR OFFICE USE ONLY

04/04/2000 DNGUYEN 00000092 75648965

01 FC:481
02 FC:482

40.00 OP
25.00 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. 20231

TRADEMARK
REEL: 002042 FRAME: 0981

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="75648965"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75648966"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<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: #

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.

Keri C. Prince

Name of Person Signing

Keri C. Prince

Signature

2/25/00

Date Signed

2-4-2000
3 PM

**CERTIFICATE OF MERGER
MERGING
EARTHLINK NETWORK, INC.
INTO
WWW HOLDINGS, INC.**

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

WWW Holdings, Inc. (the "Corporation"), a Delaware corporation, does hereby certify:

FIRST: That the Corporation and EarthLink Network, Inc. ("EarthLink") are each incorporated and existing under the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That an Agreement and Plan of Reorganization (the "Agreement"), dated as of September 22, 1999, among EarthLink Network, Inc., MindSpring Enterprises, Inc. and WWW Holdings, Inc. setting forth the terms and conditions of the merger of EarthLink with and into the Corporation has been approved, adopted, certified, executed and acknowledged by the Corporation and EarthLink in accordance with Section 251 of the DGCL.

THIRD: That the Corporation shall be the surviving corporation and that Article I of the Amended and Restated Certificate of Incorporation of the Corporation shall be amended and restated to change the name of the Corporation as follows:

"The name of the Corporation shall be EarthLink, Inc."

FOURTH: That the executed Agreement is on file at the office of the Corporation, 3100 New York Drive, Pasadena, California 91107.

FIFTH: That a copy of the Agreement will be furnished by the Corporation, on request and without cost, to any stockholder of the Corporation or of EarthLink.

SIXTH: That effective time and date of the merger of EarthLink with and into the Corporation shall be 3:00 pm EST on February 4, 2000.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, WWW Holdings, Inc. has caused this Certificate to be signed by its authorized officer, this 4th day of February 2000.

WWW HOLDINGS, INC.

By: Charles G. Betty
Name: Charles G. Betty
Title: Chief Executive Officer

[Signature Page to Certificate of Merger-EarthLink into WWW Holdings]

Doc #: 171327 v1

2-4-2000

3:01

**CERTIFICATE OF MERGER
MERGING
MINDSPRING ENTERPRISES, INC.
INTO
EARTHLINK, INC.**

(Pursuant to Section 251 of the General Corporation Law of the State of Delaware)

EarthLink, Inc. (the "Corporation"), a Delaware corporation, does hereby certify:

FIRST: That the Corporation and MindSpring Enterprises, Inc. ("MindSpring") are each incorporated and existing under the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That an Agreement and Plan of Reorganization (the "Agreement"), dated as of September 22, 1999, among EarthLink Network, Inc., MindSpring Enterprises, Inc. and WWW Holdings, Inc. setting forth the terms and conditions of the merger of MindSpring with and into the Corporation has been approved, adopted, certified, executed and acknowledged by the Corporation and MindSpring in accordance with Section 251 of the DGCL.

THIRD: That the Corporation shall be the surviving corporation and that the Amended and Restated Certificate of Incorporation of the Corporation shall be its Certificate of Incorporation.

FOURTH: That the executed Agreement is on file at the office of the Corporation, 3100 New York Drive, Pasadena, California 91107.

FIFTH: That a copy of the Agreement will be furnished by the Corporation, on request and without cost, to any stockholder of the Corporation or of MindSpring.

SIXTH: That the effective time and date of the merger of MindSpring with and into the Corporation shall be 3:01 p.m. EST on February 4, 2000.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, EarthLink, Inc. has caused this Certificate to be signed by an authorized officer, this 4th day of February, 2000.

EARTHLINK, INC.

By: Charles G. Betty
Name: Charles G. Betty
Title: Chief Executive Officer

[Signature Page to Certificate of Merger-MindSpring into EarthLink]

Doc #: 171329 v1