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OPR/FINANCE

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U.S. DEPARTMENT OF COMMERCE

EET

Patent and Trademark Office  
Docket No. 022830-0001

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

1. Name of Conveying party(ies) 3-20-00  
University Netcasting, Inc.  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation - California       Other  
Additional name(s) of conveying party(ies) attached?     Yes     No

2. Name and address of receiving party(ies):  
Name: Student Advantage, Inc.  
Street Address: 2035 Corte del Nogal, Suite 200  
Carlsbad, California 92009  
  
 Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation-State: Delaware  
 Other: \_\_\_\_\_  
Additional name(s) & address(es) attached?     Yes     No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other  
Execution Date: December 22, 1999.

4. Application number(s) or registration number(s):  
A. Trademark Applicat on No.(s) 75/333,979, 75/810,766 and 75/109,868      B. Registration No.(s)      2,291,427  
Additional numbers attached?     Yes     No

5. Name and address of party to whom correspondence concerning document should be mailed  
Leslie C. McKnew  
Brobeck, Phleger & Harrison LLP  
Spear Street Tower  
One Market  
San Francisco, CA 94105

6. Total number of applications and trademark registrations involved: 4  
7. Total fee (37 C.F.R. § 3.41): \$115.00  
 Enclosed  
 Authorized to be charged to deposit account, referencing Attorney Docket: [DOCKET NUMBER]  
8. Deposit account number: 02-3950

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to **Deposit Account No. 02-3950**.

**DO NOT USE THIS SPACE**

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: Leslie C. McKnew      Leslie McKnew      3/16/2000  
Signature      Date

Total number of pages comprising cover sheet, attachment and document: 3

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

04/19/2000 DNSUYEN 00000240 75333979  
01 FC:481      40.00 OP  
02 FC:482      75.00 OP

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**TRADEMARK**  
**REEL: 002055 FRAME: 0635**

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 12/23/1999  
991568236 - 2484055

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**UNIVERSITY NETCASTING, INC.**  
(a Delaware corporation)

**INTO**

**STUDENT ADVANTAGE, INC.**  
(a Delaware corporation)

Student Advantage, 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 is incorporated 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 capital stock of University Netcasting, Inc., a Delaware corporation.

**THIRD:** That the Board of Directors of the Corporation, by the following resolutions of its Board of Directors, determined to merge into itself University Netcasting, Inc. on the conditions set forth in such resolutions: adopted December 13, 1999,

**RESOLVED:** That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation merge University Netcasting, Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation, and assume all of said subsidiary's liabilities and obligations,

**FURTHER**

**RESOLVED:** That the President, any Vice 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 University Netcasting, Inc. into the Corporation and to cause the same to be filed with the Secretary of State of Delaware, and 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;

FROM CORPORATION TRUST-DOVER DE 302-674-9340 (TUE) 1 4:00:16:16 ST 4 27 NO. 4260195912

**TRADEMARK**

**REEL: 002055 FRAME: 0636**

DEC 22 1999 12:40 FR HALE AND DORR LLP

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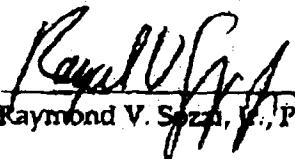
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**FURTHER**

**RESOLVED:** That the merger of University Netcasting, Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer on December 22, 1999.

**STUDENT ADVANTAGE, INC.**

By:   
Raymond V. Sozzi, V., President