

05-03-2000

2000 APR -3 AM 11: 26



101343128

OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TRADEMARK

OPR/FINANCE

2000 APR -3 AM 11: 26

RECEIVED

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New 4.3.00
- 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
12 01 99
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
12 01 99

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

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

05/01/2000 TTON11 00000175 75523335

01 FC:481 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

TRADEMARK
REEL: 002065 FRAME: 0055

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

412-562-1639

Name

Carla J. Vrsansky

Address (line 1)

Buchanan Ingersoll, P.C.

Address (line 2)

301 Grant Street, 20th Floor

Address (line 3)

Pittsburgh, PA 15219

Address (line 4)

Pages

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

#

18

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)

75/523,335

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:

#

02-4553

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.

Carla J. Vrsansky

Name of Person Signing

Carla J. Vrsansky
Signature

March 27, 2000
Date Signed

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 MERGER, WHICH MERGES:

"LISTING SERVICES SOLUTIONS, INCORPORATED", A DELAWARE CORPORATION,

WITH AND INTO "MM SUB CORP." UNDER THE NAME OF "LISTING SERVICES SOLUTIONS, INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 1999, AT 1:55 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3100453 8100M

991511621

AUTHENTICATION: 0111160

DATE: 12-01-99

TRADEMARK

REEL: 002065 FRAME: 0057

New Jersey 08837. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

IN WITNESS WHEREOF, MM Sub Corp. has caused this Certificate of Merger to be executed as of this 1st day of December 1999.

MM SUB CORP.

By: Thomas A. Gasparini
Name: Thomas A. Gasparini
Title: Secretary

Four Hundred Thirty-One Thousand Seven Hundred Twenty-Eight (145,431,728) shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock shall have a par value of one-tenth of one cent (\$.001) per share and the Common Stock shall have a par value of two-tenths of one cent (\$.002) per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of at least two-thirds in interest (66-2/3%) of the stock of the Corporation (voting together on an as-if-converted basis).

C. Twenty-Two Million (22,000,000) of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock" (the "Series A Preferred").

D. Twenty-Two Million (22,000,000) of the authorized shares of Preferred Stock are hereby designated "Series A1 Preferred Stock" (the "Series A1 Preferred").

E. Six Million Six Hundred Sixty-Six Thousand Six Hundred Sixty-Seven (6,666,667) of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock" (the "Series B Preferred").

F. Six Million Six Hundred Sixty-Six Thousand Six Hundred Sixty-Seven (6,666,667) of the authorized shares of Preferred Stock are hereby designated "Series B1 Preferred Stock" (the "Series B1 Preferred").

G. Thirty-Two Million Three Hundred Sixteen Thousand Eight Hundred Fifty-Four (32,316,854) of the authorized shares of Preferred Stock are hereby designated "Series C Preferred Stock" (the "Series C Preferred").

H. Thirty-Two Million Three Hundred Sixteen Thousand Eight Hundred Fifty-Four (32,316,854) of the authorized shares of Preferred Stock are hereby designated "Series C1 Preferred Stock" (the "Series C1 Preferred").

I. Twenty-Three Million Four Hundred Sixty-Four Thousand Six Hundred Eighty-Six (23,464,686) of the authorized shares of Preferred Stock are hereby designated "Series D Preferred Stock" (the "Series D Preferred").

of Common Stock by the Company pursuant to agreements which permit the Company to repurchase such shares upon termination of services to the Company or in exercise of the Company's right of first refusal upon a proposed transfer) until all dividends (set forth in Section 1(a) above) on the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred shall have been paid or declared and set apart. In the event dividends are paid on any share of Common Stock, an additional dividend shall be paid with respect to all outstanding shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred in an amount per share (on an as-if-converted to Common Stock basis) equal to the amount paid or set aside for each share of Common Stock.

2. VOTING RIGHTS.

a. General Rights. Except as otherwise provided herein or as required by law, the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred shall be voted equally with the shares of the Common Stock of the Company and not as a separate class, at any annual or special meeting of shareholders of the Company, and may act by written consent in the same manner as the Common Stock, in either case upon the following basis: each holder of shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred shall be entitled to such number of votes as shall be equal to the whole number of shares of Common Stock into which such holder's aggregate number of shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred are convertible (pursuant to Section 4 hereof) immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

b. Supermajority Vote. In addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least two-thirds in interest (66-2/3%) of the stock of the Corporation (voting together on an as-if-converted basis) shall be necessary for effecting or validating the following actions:

- (1) Any sale or issuance by the Company of Additional Shares of Common Stock (as defined in Section 4(j)(4));

the Company (including any filing of a Certificate of Designation) that affects in a manner adverse to the holders thereof the voting powers, preferences, or other special rights or privileges, qualifications, limitations, or restrictions of the Series D Preferred (including without limitation an amendment that increases the percentage of the Company's Common Stock represented by the Series A Preferred, the Series A1 Preferred, the Series B Preferred, the Series B1 Preferred, the Series C Preferred and the Series C1 Preferred, collectively, on an as-converted basis or which otherwise increase the rights, privileges or obligations, taken as a whole, of such series of Preferred Stock relative to the Series D Preferred Stock) the vote or other consent of the holders described in clause (ii) of the first sentence of this Section 2(d) is required;

(3) Any increase or decrease (other than by redemption or conversion) in the authorized number of shares of Preferred Stock;

(4) Any authorization or any designation, whether by reclassification or otherwise, of any new class or series of stock or any other securities convertible into equity securities of the Company ranking senior to the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred in right of redemption, liquidation preference, voting or dividends or any increase in the authorized or designated number of any such new class or series;

(5) Any redemption or repurchase of Junior Stock or Preferred Stock (except for acquisitions of Common Stock by the Company pursuant to agreements which permit the Company to repurchase such shares upon termination of services to the Company or in exercise of the Company's right of first refusal upon a proposed transfer or pursuant to the terms of that certain Put and Call Agreement, by and between the Company and Metromail corporation dated as of December 1, 1999 (the "Put and Call Agreement"), if applicable); or

e. Election of Board of Directors. The holders of Preferred Stock, voting as a separate class, shall be entitled to elect four (4) members of the Company's Board of Directors at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from office such directors and to fill any vacancy caused by the resignation, death or removal of such directors. The holders of Common Stock, voting as a separate class, shall be entitled

nization, in which the stockholders of the Company immediately prior to such consolidation, merger or reorganization, own less than 50% of the Company's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions by the Company or its Stockholders in which in excess of fifty percent (50%) of the Company's voting power is transferred to a person or "group," as such term is defined pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (an "Acquisition"); or

(2) a sale, lease or other disposition of all or substantially all of the assets of the Company (an "Asset Transfer");

provided, however, that:

(i) an Acquisition in which the holders of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred would, if they had converted all of their shares to shares of the Company's Common Stock prior to the effective date of such Acquisition, be entitled to receive consideration per share of Common Stock having a fair market value, as of the effective date of such Acquisition, of three hundred percent (300%) or more of the Series A Preferred Price, in the case of Series A Preferred and Series A1 Preferred, of three hundred percent (300%) or more of the Series B Preferred Price, in the case of Series B Preferred and Series B1 Preferred, of three hundred percent (300%) or more of the Series C Preferred Price, in the case of Series C Preferred and Series C1 Preferred or, (i) if such effective date is prior to December 1, 2002, of one hundred fifty percent (150%) or more or (ii) if such effective date is on or after December 1, 2002, two hundred percent (200%) or more, of the Series D Preferred Price, in the case of Series D Preferred (as such terms are defined in Section 4(c), in effect immediately prior to such effective date shall not be considered a liquidation under this Section 3 with respect to any series of Preferred Stock as to which the applicable consideration per share has been achieved (*i.e.*, if the consideration per share is more than three hundred percent (300%) of the Series A Preferred Price, but not more than three hundred percent (300%) of the Series B Preferred Price, then such Acquisition shall not constitute

d. If, upon any liquidation, distribution, or winding up, the assets of the Company shall be insufficient to make payment in full to all holders of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred of the liquidation preference set forth in Section 3(a), then such assets shall be distributed among the holders of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

4. CONVERSION RIGHTS.

The holders of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred, Series D Preferred and Series D1 Preferred shall have the following rights with respect to the conversion of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred into shares of Common Stock (the "Conversion Rights"):

a. **Optional Conversion.** Subject to and in compliance with the provisions of this Section 4, any shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series A Preferred or Series A1 Preferred shall be entitled upon conversion shall be the product obtained by multiplying the "Series A Conversion Rate" then in effect (determined as provided in Section 4(b)) by the number of shares of Series A Preferred being converted. The number of shares of Common Stock to which a holder of Series B Preferred or Series B1 Preferred shall be entitled upon conversion shall be the product obtained by multiplying the "Series B Conversion Rate" then in effect (determined as provided in Section 4(b)) by the number of shares of Series B Preferred or Series B1 Preferred being converted. The number of shares of Common Stock to which a holder of Series C Preferred or Series C1 Preferred shall be entitled upon conversion shall be the product obtained by multiplying the "Series C Conversion Rate" then in effect (determined as provided in Section 4(b)) by the number of shares of Series C Preferred or Series C1 Preferred being converted. The number of shares of Common Stock to which a holder of Series D Preferred shall be entitled upon conversion shall be the product obtained by

from time to time in accordance with this Section 4. All references to the Series D Preferred Price herein shall mean the Series D Preferred Price as so adjusted.

d. Mechanics of Conversion. Each holder of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred who desires to convert the same into shares of Common Stock pursuant to this Section 4 shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or any transfer agent for the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred, and shall give written notice to the Company at such office that such holder elects to convert the same. Such notice shall state the number of shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred being converted. Thereupon, the Company shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay in cash or, to the extent sufficient funds are not then legally available therefor, in Common Stock (at the Common Stock's fair market value determined by the Board of Directors as of the date of such conversion), any declared and unpaid dividends on the shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred being converted. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date.

e. Adjustment for Stock Splits and Combinations. If the Company shall at any time or from time to time after the date hereof (the "Original Issue Date") effect a subdivision of the outstanding Common Stock without a corresponding subdivision of the Preferred Stock, the Series A Preferred Price, the Series B Preferred Price, the Series C Preferred Price and the Series D Preferred Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if the Company shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the Preferred Stock, the Series A Preferred Price, the Series B Preferred Price, the Series C Preferred Price

Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4 with respect to the rights of the holders of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred or with respect to such other securities by their terms.

h. Adjustment for Reclassification, Exchange and Substitution. If at any time or from time to time after the Original Issue Date, the Common Stock issuable upon the conversion of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than an Acquisition or Asset Transfer as defined in Section 3(c) or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 4), in any such event each holder of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.

i. Reorganizations, Mergers, Consolidations or Sales of Assets. If at any time or from time to time after the Original Issue Date, there is a capital reorganization of the Common Stock (other than an Acquisition or Asset Transfer as defined in Section 3(c) or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 4), as a part of such capital reorganization, provision shall be made so that the holders of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred shall thereafter be entitled to receive upon conversion of the Series A Preferred, Series A1

Preferred Price, Series B Preferred Price, Series C Preferred Price or Series D Preferred Price, as applicable, and (ii) the denominator of which shall be the number of shares of Common Stock deemed outstanding (as hereinafter defined) immediately prior to such issue or sale plus the total number of Additional Shares of Common Stock so issued. For the purposes of the preceding sentence, the number of shares of Common Stock deemed to be outstanding as of a given date shall be the sum of (A) the number of shares of Common Stock actually outstanding, (B) the number of shares of Common Stock into which the then outstanding shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred could be converted if fully converted on the day immediately preceding the given date, and (C) the number of shares of Common Stock which could be obtained through the exercise or conversion of all other rights, options and convertible securities on the day immediately preceding the given date.

(2) For the purpose of making any adjustment required under this Section 4(j), the consideration received by the Company for any issue or sale of securities shall (A) to the extent it consists of cash, be computed at the net amount of cash received by the Company after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Company in connection with such issue or sale but without deduction of any expenses payable by the Company, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors, and (C) if Additional Shares of Common Stock, Convertible Securities (as hereinafter defined) or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Company for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board of Directors to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(3) For the purpose of the adjustment required under this Section 4(j), if the Company issues or sells any rights or options for the purchase of, or stock or other securities convertible into, Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "Convertible Securities") and if the Effective Price of such Additional

Preferred Price, the Series C Preferred Price or the Series D Preferred Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Company upon such exercise, plus the consideration, if any, actually received by the Company for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, provided that such readjustment shall not apply to prior conversions of Series A Preferred, Series B Preferred, Series C Preferred or Series D Preferred.

(4) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section 4(j), whether or not subsequently reacquired or retired by the Company other than (1) shares of Common Stock issued upon conversion of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred; (2) shares of Common Stock and/or options, warrants or other Common Stock purchase rights, and the Common Stock issued pursuant to such options, warrants or other rights (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like) after the Original Issue Date to employees, officers or directors of, or consultants or advisors to the Company or any subsidiary pursuant to stock purchase or stock option plans or other arrangements that are approved by the Board; and (3) shares of Common Stock issued pursuant to the exercise of options, warrants or convertible securities outstanding as of the Original Issue Date. The "Effective Price" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Company under this Section 4(j), into the aggregate consideration received, or deemed to have been received by the Company for such issue under this Section 4(j), for such Additional Shares of Common Stock.

Series C1 Preferred or Series D Preferred is then convertible pursuant to this Section 4, the Company shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred at the holder's address as shown in the Company's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (1) the consideration received or deemed to be received by the Company for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (2) the Series A Preferred Price, the Series B Preferred Price, the Series C Preferred Price and the Series D Preferred Price at the time in effect, (3) the number of Additional Shares of Common Stock and (4) the type and amount, if any, of other property which at the time would be received upon conversion of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred.

m. **Notices of Record Date.** Upon (i) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Acquisition (as defined in Section 3(c)) or other capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company with or into any other corporation, or any Asset Transfer (as defined in Section 3(c)), or any voluntary or involuntary dissolution, liquidation or winding up of the Company, the Company shall mail to each holder of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred at least twenty (20) days prior to the record date specified therein a notice specifying (1) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (2) the date on which any such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up is expected to become effective, and (3) the date, if any, that is to be fixed as to when the holders of record of Common Stock (or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other Property deliverable upon such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up.

(3) Each share of Series C Preferred and Series C1 Preferred shall automatically be converted into shares of Common Stock, based on the then-effective Series C Preferred Price applicable to such shares, (A) at any time upon the affirmative election of the holders of at least fifty percent (50%) of the outstanding shares of the Series C Preferred and Series C1 Preferred, voting together as a class, (B) at any time that less than twenty percent (20%) of the shares of Series C Preferred issued pursuant to that certain Agreement and Plan of Merger dated as of October 14, 1999 remain outstanding (including all shares of Series C1 Preferred into which such shares of Series C Preferred may have converted) or (C) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company in which (i) the per share price is at least three (3) times the Series C Preferred Price, and (ii) the gross cash proceeds to the Company (before underwriting discounts, commissions and fees) are at least \$25,000,000. Upon such automatic conversion, any declared and unpaid dividends shall be paid in accordance with the provisions of Section 4(d).

(4) Each share of Series D Preferred shall automatically be converted into shares of Common Stock, based on the then-effective Series D Preferred Price applicable to such shares, (A) at any time upon the affirmative election of the holders of at least fifty percent (50%) of the outstanding shares of the Series D Preferred, (B) at any time that less than twenty percent (20%) of the shares of Series D Preferred issued pursuant to that certain Agreement and Plan of Merger dated as of October 14, 1999 remain outstanding or (C) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Company in which (i) (A) if such underwritten offering occurs prior to December 1, 2002, the per share price is at least one and one-half (1.5) times the Series D Preferred Price or (B) if such underwritten offering occurs on or after December 1, 2002, the per share price is at least two (2.0) times the Series D Preferred Price, and (ii) the gross cash proceeds to the Company (before underwriting discounts, commissions and fees) are at least \$25,000,000. Upon such automatic conversion, any declared and unpaid dividends shall be paid in accordance with the provisions of Section 4(d).

Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board) on the date of conversion.

p. Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred and Series D Preferred, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

q. Notices. Any notice required by the provisions of this Section 4 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed telex or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with written verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Company.

r. Payment of Taxes. The Company will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series A Preferred, Series A1 Preferred, Series B Preferred, Series B1 Preferred, Series C Preferred, Series C1 Preferred or Series D Preferred, excluding any tax or other charge imposed in connection with any transfer involved in the issue

under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

B. Any repeal or modification of this Article V shall only be prospective and shall not effect the rights under this Article V in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

VI.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. Subject to the provisions of Section 2.d of Article IV and the Investor Rights Agreement (so long as it is effective), the number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

2. The Board of Directors may from time to time make, amend, supplement or repeal the Bylaws; *provided, however*, that the stockholders may change or repeal any Bylaw adopted by the Board of Directors by the affirmative vote of the holders of a majority of the voting power of all of the then outstanding shares of the capital stock of the Corporation; and, *provided further*, that no amendment or supplement to the Bylaws adopted by the Board of Directors shall vary or conflict with any amendment or supplement thus adopted by the stockholders.

3. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

CERTIFICATION

I hereby certify that the Certificate of Merger Merging Listing Services Solutions,
Incorporated with and into MM Sub Corp. under the name Listing Services Solutions,
Incorporated is a true and exact copy of the original Certificate of Merger.

March 27, 2000
Date

Angelina F. Beyerl
Angelina F. Beyerl

Notarial Seal
Angelina F. Beyerl, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Sept. 24, 2000
Member, Pennsylvania Association of Notaries