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04-20-2000

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

Submission Type

4.20.00

- New
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Document ID #
- Correction of PTO Error
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Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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Name

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- General Partnership
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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.)

05/12/2000 DNGUYEN 00000023 75653530

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01 FC:481
02 FC:482

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

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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)

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.)

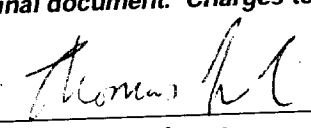
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Authorization to charge additional fees: Yes No

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.

Thomas Lubin, President
Name of Person Signing


Signature

4-18-00
Date Signed

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DATE RECEIVED: 002071 FRAME: 0894

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 MERGER, WHICH MERGES:

"FASTWEB.COM, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "FASTWEB, INC." UNDER THE NAME OF "FASTWEB, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF APRIL, A.D. 2000, AT 4 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

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AUTHENTICATION: 0359521

DATE: 04-04-00

TRADEMARK
REEL: 002071 FRAME: 0895

CERTIFICATE OF MERGER
of
fastWEB.com, L.L.C.
into
FastWeb, Inc.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

FIRST: That the name and state of domicile of each of the constituent entities to the merger are as follows:

| <u>NAME</u> | <u>STATE OF DOMICILE</u> |
|---------------------|--------------------------|
| fastWEB.com, L.L.C. | Delaware |
| FastWeb, Inc. | Delaware |

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of Delaware, as amended, and Section 18-209 of the Delaware Limited Liability Company Act, as amended, and the Amended and Restated Operating Agreement of fastWEB.com, L.L.C., as amended.

THIRD: That the name of the surviving corporation of the merger shall be FastWeb, Inc.

FOURTH: That the Amended and Restated Certificate of Incorporation of FastWeb, Inc. on file with the State of Delaware, as amended, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at an office of the surviving corporation, the address of which is 9933 Woods Drive, 5th Floor, Skokie, Illinois 60077.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporation or any member of the constituent limited liability company.

SEVENTH: That the Agreement and Plan of Merger shall be effective on upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned authorized officer of the surviving corporation has caused this Certificate to be executed and delivered on behalf of the surviving corporation as of the 3rd day of April, 2000.

FastWeb, Inc., a Delaware corporation

By 
Leon Heller, Chairman and CEO