

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
PATENT and TRADEMARK OFFICE

05-19-2000

TRADEMARKS ONLY

To the Honorable Commiss

record the attached original documents or copy thereof.



1. Name of conveying party(i)

101,362,420

Cinebase Software, Inc.

Name and address or receiving party(ies):

Name 1: Picture Network International, Ltd.

Street Address: 2600 Park Tower Drive, Suite 600

City: Vienna State: VA ZIP: 22180

Additional name(s) of conveying parties attached? YES NO

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

- Individual Citizenship _____
- Association _____
- General Partnership _____
- Limited Partnerhip _____
- Corporation-State DELAWARE
- Other _____

Execution Date: January 27, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,924,518	2,072,152	2,110,964
2,270,140	2,293,190	2,340,177

Additional numbers attached? YES NO

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

Name: Peter A. Borsari
 Street Address: Borsari & Associates, P.C.
2001 Jefferson Davis Highway
Suite 206
 City: Arlington State: Virginia ZIP: 22202
 Telephone: 703 415 4633

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

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account number:

(Attach duplicate copy of this page if paying by deposit account)

05/18/2000 JSHADAZZ 00000033 1924518

01 FC:481	40.00 OP
02 FC:482	125.00 OP

Refund Ref: 05/18/2000 JSHADAZZ 0000093874

DO NOT USE THIS SPACE

CHECK Refund Total: \$75.00

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correnct and any attached copy is a true copy of the original document.

Peter A. Borsari
Name of Person Signing

Signature

May 1, 2000
Date

OMB No. 0651-0011 (exp 4/94)

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

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:

"CINEBASE SOFTWARE, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "PICTURE NETWORK INTERNATIONAL, LTD." UNDER
THE NAME OF "EMOTION, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D.
2000, AT 1 O'CLOCK P.M.

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



2287974 8100M

001042652

Edward J. Freel, Secretary of State

AUTHENTICATION: 0221776

DATE: 01-27-00

TRADEMARK
REEL: 002075 FRAME: 0676

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 01/27/2000
001042651 - 2287974

CERTIFICATE OF MERGER
MERGING CINEBASE SOFTWARE, INC.,
A CALIFORNIA CORPORATION, WITH AND INTO
PICTURE NETWORK INTERNATIONAL, LTD.,
A DELAWARE CORPORATION

(PURSUANT TO SECTION 252 OF THE GENERAL CORPORATION
LAW OF THE STATE OF DELAWARE)

Picture Network International, LTD. a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

1. The constituent corporations participating in the merger herein certified are:
 - (a) Picture Network International, LTD., a Delaware corporation; and
 - (b) Cinebase Software, Inc., a California corporation.
2. An Agreement and Plan of Reorganization and Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (b) of Section 252 of the Delaware General Corporation Law, to wit, by Picture Network International, LTD., a Delaware corporation, and Cinebase Software, Inc., a California corporation.
3. The name of the surviving corporation in the merger herein certified is Picture Network International, LTD., a Delaware corporation, which will continue its existence as said resulting corporation under the name eMotion, Inc., upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
4. The Certificate of Incorporation of the resulting corporation is amended and restated and is attached hereto as Exhibit A (the "Amended Certificate"), such Amended Certificate shall be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.
5. The executed Agreement and Plan of Reorganization and Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

2600 Park Tower Drive
Suite 600
Vienna, Virginia 22180
6. A copy of the aforesaid Agreement and Plan of Reorganization and Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of the California corporation or any stockholder of the surviving Delaware corporation.

7. The number of authorized shares of capital stock of Cinebase Software, Inc., a California corporation, is 100,000,000 shares of Common Stock, without par value, and 30,000,000 shares of Preferred Stock, without par value. The Preferred stock is designated as follows: 1,264,137 shares of Series A Preferred Stock, 6,500,000 shares of Series B Preferred Stock, 16,000,000 shares of Series C Preferred Stock, 1,500,000 shares of Series D Preferred Stock, and 4,735,863 shares of undesignated Preferred Stock. The number of shares of stock issued and outstanding shares is 10,126,779 shares of Common Stock, 1,264,137 shares of Series A Preferred Stock, 6,500,000 shares of Series B Preferred Stock, 13,786,352 shares of Series C Preferred Stock, and no shares of Series D Preferred Stock.

8. The Merger is effective upon filing of this Certificate of Merger.

Executed on this 21st day of January, 2000.

Picture Network International, LTD.

By: 

Robert L. Griffin, Chief Executive Officer