

06-21-2000



To the Honorable Commissioner of Patents and Trademarks

101386091

Original document or copy thereof.

1. Name of conveying party:
FASA INTERACTIVE TECHNOLOGIES, INC.
 5.30.00

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State ILLINOIS
 Other _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party:
 Name: VIRTUAL WORLD ENTERTAINMENT GROUP, INC.
 Internal Address: THE RICE BUILDING
 Street Address: 815 WEST VAN BUREN, SUITE 210
 City: CHICAGO State: IL ZIP: 60607

Individual(s) citizenship _____
 Association
 General Partnership Limited Partnership
 Corporation - State DELAWARE
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached: Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Dates:
 1) June 23, 1999 3) _____
 2) _____ 4) _____

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

A. Trademark Application No(s).
75/197,913

B. Trademark Registration No(s).

Additional numbers attached? Yes No

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

Name: WILLIAM O. FERRON, JR.

Internal Address: SEED INTELLECTUAL PROPERTY LAW GROUP PLLC

Street Address: 701 FIFTH AVENUE, SUITE 6300

City: SEATTLE State: WA ZIP: 98104-7092

6. Total number of applications and registrations involved.....1

7. Total Fee (37 CFR 3.41):\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-1090
 (Attach duplicate copy of this page if paying by deposit account)

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40.00 DP

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.

WILLIAM O. FERRON, JR. [Signature] July 23, 2000
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

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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 OWNERSHIP, WHICH MERGES:

"FASA INTERACTIVE TECHNOLOGIES, INC.", A ILLINOIS CORPORATION,

WITH AND INTO "VIRTUAL WORLD ENTERTAINMENT GROUP, INC." UNDER THE NAME OF "VIRTUAL WORLD ENTERTAINMENT GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9896801

DATE: 07-30-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/23/1999
001314139 - 2632339

CERTIFICATE OF OWNERSHIP AND MERGER

OF

FASA INTERACTIVE TECHNOLOGIES, INC., AN ILLINOIS CORPORATION

WITH AND INTO

VIRTUAL WORLD ENTERTAINMENT GROUP, INC., A DELAWARE CORPORATION

This certificate of ownership and merger is dated as of June 23, 1999, by Virtual World Entertainment Group, Inc., a Delaware corporation, as approved by the Board of Directors of Virtual World Entertainment Group, Inc.:

1. FASA Interactive Technologies, Inc., an Illinois corporation (the "Disappearing Corporation"), is a wholly owned subsidiary of Virtual World Entertainment Group, Inc. Pursuant to Section 253 of the Delaware General Corporation Law, the Board of Directors of Virtual World Entertainment Group, Inc. approved, by unanimous resolution dated June 23, 1999, attached as Exhibit A, the merger of the Disappearing Corporation with and into Virtual World Entertainment Group, Inc., a Delaware corporation (the "Surviving Corporation").

2. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Delaware.

3. The Surviving Corporation shall continue its existence under the laws of the State of Delaware.

4. The Certificate of Incorporation of the Surviving Corporation in effect upon the effective date of the merger in the State of Delaware shall continue as the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

5. The bylaws of the Surviving Corporation in effect upon the effective date of the merger in the State of Delaware shall continue as the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

6. The directors of the Surviving Corporation in office upon the effective date of the merger in the State of Delaware shall continue to be the members of the Board of Directors of the Surviving Corporation, each of whom shall hold his directorship for a

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term expiring upon the election and qualification of his successor, or until his earlier death, resignation, or removal as a Director.

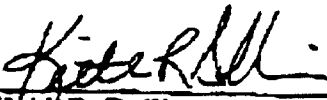
7. The officers of the Surviving Corporation in office upon the effective date of the merger in the State of Delaware shall continue to be the officers of the Surviving Corporation, each of whom shall serve for a term expiring upon the election and qualification of his successor, or until his earlier death, resignation, or removal as an officer.

The merger shall become effective in Delaware upon filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, pursuant to the provisions of the Delaware General Corporation Law.

Dated as of June 23, 1999

VIRTUAL WORLD ENTERTAINMENT GROUP, INC.

By: 
Robert A. Eshelman
President

By: 
Keith R. Dolliver
Vice President and Secretary

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EXHIBIT A

VIRTUAL WORLD ENTERTAINMENT GROUP, INC.

CONSENT IN LIEU OF SPECIAL MEETING OF BOARD OF DIRECTORS

The undersigned, being all of the Directors of Virtual World Entertainment Group, Inc., a Delaware corporation, by this instrument in lieu of a special meeting of the Board of Directors of this corporation, hereby consent to the adoption of the following resolutions:

MERGER OF FASA INTERACTIVE TECHNOLOGIES, INC.


RESOLVED, that the Board of Directors of this corporation approve the merger of FASA Interactive Technologies, Inc. into this corporation effective upon filing.

FURTHER RESOLVED, that the President and the Secretary of this corporation are hereby authorized and directed to execute that certain "Certificate of Ownership and Merger" in the name and on behalf of this corporation, and to file such Certificate with the appropriate authorities in the State of Delaware to properly merge FASA Interactive Technologies, Inc., a wholly owned subsidiary of Virtual World Entertainment Group, Inc., into this corporation.

FURTHER RESOLVED, that the Board of Directors hereby approves, ratifies, and confirms any and all action taken by the officers of this corporation, and any one of the officers acting alone, in connection with the merger of FASA Interactive Technologies, Inc. into this corporation.

Dated as of June 23, 1999


Gregory B. Maffei
Director


Robert A. Eshelman
Director

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