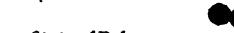
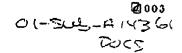
FOR:	M PTO-1594 RECURL 92	06	-22-2000	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office	
, 51-	TR.			5-36.00	
Tot	he Honorable Commissioner of Patents and	10	1386829	jinal document or copy thereof.	
1. 1	Name of conveying party:		Name and address of receiving party:		
FASA INTERACTIVE TÉCHNOLOGIES, INC.			Name: <u>VIRTUAL WORLD ENTERTAINMENT</u> GROUP, INC.		
			Internal Address:	THE RICE BUILDING	
-	Individual(s) Association General Partnership Limited Partne X Corporation - State ILLINOIS			15 WEST VAN BUREN, SUITE	
	Other	<del></del>	City: CHICAGO	State: <u>IL</u> ZIP: <u>760607</u>	
i	Nature of conveyance: Assignment X Merger		Association	izenship Limited Partnership W	
	Security Agreement Change of	f Name	X Corporation - S	ership Limited Partnership Witate DELAWARE	
	Other		If assignee is not domiciled	d in the United States, a domestic is attached: YesNo	
	Execution Dates:  1) June 23, 1999  2) 4)	· · · · · · · · · · · · · · · · · · ·	(Designations must be a s	eparate document from Assignment) ess(es) attached:Yes No	
4. Application number(s) or registration number(s):					
A. Trademark Application No(s). 75/197,913			B. Trademark Registration No(s).		
	Additional num	bers attache	d?Yes <u>X</u>	No	
5.	Name and address of party to whom correconcerning document should be mailed:	espondence	Total number of a registrations invol	pplications and ved <u>1</u>	
	Name: WILLIAM O. FERRO	ON, JR.			
	Internal Address: SEED INTELLECTUAL		7. Total Fee (37 CFF	R 3.41):\$ <u>40.00</u>	
	PROPERTY LAW GRO	OUP PLLC	X Enclosed		
	Street Address: 701 FIFTH AVENUE, SU	TE 6300	Authorized to	be charged to deposit account	
			8. Deposit account r	numbar.	
	City: SEATTLE State: WA ZIP: 98104	4-7092	Ì	iumber.	
/22/2000 DMGUYEN 00000008 75197913			19-1090 (Attach duplicate copy of this page if paying by deposit account)		
C:481 40.00 0P DO NOT USE THIS SPACE					
<ol> <li>Statement and signature.</li> <li>To the best of my knowledge and belief, the foregoing information is true and correct and any attached contract true copy of the original document.</li> </ol>					
WILLIAM O. FERRON, JR.			Ura	Date	
Name of Person Signing Signature Date  Total number of pages including cover sheet, attachments, and document: 5				_	
(					

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





#### 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, Secretary of State

2632339 8100M

991314139

AUTHENTICATION:

9896801

DATE:

07-30-99

TRADEMARK REEL: 002090 FRAME: 0648



STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 07/23/1999 991314139 - 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.
- 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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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.

term expiring upon the election and qualification of his successor, or until his earlier

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.

Robert A. Eshelman

President

Keith R. Dolliver

Vice President and Secretary

[00017353.DOC;1]

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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. Maffer

Director

Robert A. Eshelman

Director

(00017159.DQC:1)

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301. 30. 1999 4: 16PM

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**RECORDED: 05/26/2000**