

07-17-2000



101405462

OPR/FINANCE

60.15.00

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- 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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name
Formerly

Execution Date
Month Day Year

- 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 Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

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.)

07/14/2000 ASCOTT 00000211 75416394
01 FC:481 40.00 OP

FOR OFFICE USE ONLY

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

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

(650) 494-0600

Name

Diane L. Kort, Esq.

Address (line 1)

Fenwick & West LLP

Address (line 2)

Two Palo Alto Square

Address (line 3)

Suite 800

Address (line 4)

Palo Alto, CA 94306

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

#

113

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).

Trade Application Number(s)

Registration Number(s)

75/416,394						

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:

#

50-0261

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.

Diane L. Kort, Esq.

Name of Person Signing

Signature

June 14, 2000

Date Signed

Express Mail mailing label No. EJ58805618148
Date of Deposit 6-15-00
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Postal Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Assistant Commissioner for Trademarks, 2900 Crystal Dr, Arlington, VA 22202-3513.

Aurelia Nolan
(Type or Print Name of Person Mailing)

Aurelia Nolan
(Signatures of Person Mailing)

TRADEMARK

REEL: 002101 FRAME: 0934

7

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 AMENDMENT OF "AFFILIATION, INC.", CHANGING ITS NAME FROM "AFFILIATION, INC." TO "AFFILIATION NETWORKS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, 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.



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

Edward J. Freel, Secretary of State

2989120 8100

991069125

AUTHENTICATION:

DATE: 9604612

03-02-99

TRADEMARK

REEL: 002101 FRAME: 0935

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
AFFILIATION, INC.**

AFFILIATION, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is **AFFILIATION, INC.**

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is January 6, 1999.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation as follows:

Article I. shall be amended and restated to read in its entirety as follows:

" The name of this corporation is Affiliation Networks, Inc."

Article IV. Section (E)(1)(b) shall be amended and restated to read in its entirety as follows:

"(b) The holders of Series B Preferred shall be entitled to receive, but only out of funds that are legally available therefor, such cash dividends as may be declared and paid to holders of Common Stock on a one-to-one basis (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). The Original Issue Price" of the Series B Preferred shall be thirty-five cents (\$0.35).

FOURTH: Thereafter pursuant to a resolution of the Board of Directors this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

68443-1/SH
10ZK011.DOC

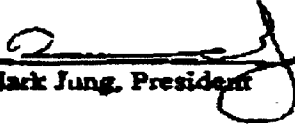
02 22 1999


000 WY29101 66607 122W

TRADEMARK
REEL: 002101 FRAME: 0936

IN WITNESS WHEREOF, AFFILIATION NETWORKS, INC. has caused this Certificate of Amendment to be signed by its President and attested to by its Secretary this 18 day of February, 1999.

AFFILIATION NETWORKS, INC.

By: 
Mark Jung, President

ATTEST

Craig E. Dabchy, Secretary

66443 1/15H
182201 DOC

NO 9751 E 3

050 21999 101523X 6661'2 12PM

RECORDED: 06/15/2000

TRADEMARK
REEL: 002101 FRAME: 0937