

10-06-2000



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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 **8-21-00**

- 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
3 23 00
 - Change of Name
 - Other

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date

Formerly

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 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

10/05/2000 MTHA11 00000139 501107 76034653 FOR OFFICE USE ONLY

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

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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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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.) #

Deposit Account Number: #
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.

Will Glenn
Name of Person Signing

[Signature]
Signature

8/16/00
Date Signed

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:

"WORLD OPPONENT NETWORK, INC.", A WASHINGTON CORPORATION, WITH AND INTO "WORLD OPPONENT NETWORK, INC." UNDER THE NAME OF "WORLD OPPONENT NETWORK, 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 MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

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

3178834 8100M

001147369



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

Edward J. Freel, Secretary of State

0333803

AUTHENTICATION:

03-23-00

DATE:

TRADEMARK

REEL: 002152 FRAME: 0106

CERTIFICATE OF MERGER

OF

WORLD OPPONENT NETWORK, INC.
(a Washington corporation)

AND

WORLD OPPONENT NETWORK, INC.
(a Delaware corporation)

It is hereby certified that:

- 1. The constituent business corporations participating in the merger herein certified are:

World Opponent Network, Inc., which is incorporated under the laws of the State of Washington ("World Washington"); and

World Opponent Network, Inc., which is incorporated under the laws of the State of Delaware ("World Delaware").
- 2. A Plan of Merger (the "Plan") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by World Washington in accordance with the laws of the state of its incorporation and by World Delaware in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.
- 3. The name of the surviving corporation in the merger herein certified is World Opponent Network, Inc., a Delaware corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
- 4. The Certificate of Incorporation of World Delaware, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/23/2000
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5. The executed Plan between the aforesaid constituent corporations is on file at the office of the aforesaid surviving corporation, the address of which is as follows: 3380 146th Place, SE, Suite 300, Bellevue, WA 98007.

6. A copy of the aforesaid Plan will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized common stock of World Washington consists of 1,000 shares of a par value of \$.001 each.

8. The Plan between the aforesaid constituent corporations provides that the merger herein certified shall be effective upon the date of filing.

Dated: March 22, 2000

WORLD OPPONENT NETWORK, INC..
a Delaware corporation

By: 

Name:

Title:

SCOTT B. TOLLEFSEN
SECRETARY



State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 24 2000



Bill Jones

Secretary of State

**STATEMENT AND DESIGNATION
BY FOREIGN CORPORATION**

2224886

RECORDED - FILED
In the Office of the Secretary of State
of the State of California

MAR 23 2000

CHU. JONES, Secretary of State

World Opponent Network, Inc.

(Name of Corporation)

_____, a corporation organized and existing under the
laws of Delaware, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is 19840 Pioneer Avenue
Torrance, CA 90503.
2. The address of its principal office in the State of California is _____
19840 Pioneer Avenue, Torrance, CA 90503.

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete Either Item 3 or Item 4)

3. (Use this paragraph if the process agent is a natural person.)

_____, a natural person residing in the State of
California, whose complete address is _____

_____, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is a corporation.)

C T Corporation System, a corporation organized and existing
under the laws of Delaware, is designated as agent upon whom process directed
to this corporation may be served within the State of California, in the manner provided by law.

NOTE: Corporate agents must have complied with Section 1505, California Corporations Code, prior to
designation.

5. It irrevocably consents to service of process directed to it upon the agent designated above, and
to service of process on the Secretary of State of the State of California if the agent so designated or
the agent's successor is no longer authorized to act or cannot be found at the address given.



(Signature of Corporate Officer)

SCOTT B. TOLLEFSEN
SECRETARY

(Typed Name and Title of Officer Signing)

