

11-02-2000



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10-18-00

**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
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name (line 1)

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)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

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)

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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

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)

<input type="text" value="75/647,309"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.)

If fee insufficient, 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.

T. William Alvey, III

10.18.00

Name of Person Signing

Signature

Date

Office of the Secretary of State

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:

"TESSERA ENTERPRISE SYSTEMS, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "IXL-MASSACHUSETTS, INC." UNDER THE NAME OF "IXL-MASSACHUSETTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 2000, AT 2:45 O'CLOCK P.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

3098734 8100M

001015892

AUTHENTICATION: 0193099

DATE: 01-11-00

TRADEMARK
REEL: 002165 FRAME: 0756

**CERTIFICATE OF MERGER
OF
TESSERA ENTERPRISE SYSTEMS, INC.
INTO
iXL-MASSACHUSETTS, INC.**

Pursuant to Section 252(c) of the Delaware General Corporation Law

iXL- MASSACHUSETTS, INC., a Delaware corporation, hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are as follows:
 - (a) Tessera Enterprise Systems, Inc., a Massachusetts corporation; and
 - (b) iXL-Massachusetts, Inc., a Delaware corporation.
- (2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Tessera Enterprise Systems, Inc. and iXL- Massachusetts, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is iXL-Massachusetts, Inc., a Delaware corporation (the "Surviving Corporation").
- (4) The Surviving Corporation is a corporation of the State of Delaware.
- (5) The Certificate of Incorporation of iXL-Massachusetts, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the Surviving Corporation.
- (6) The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 1888 Emery Street, Atlanta, Georgia 30318.
- (7) A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of Tessera Enterprise Systems, Inc. or the Surviving Corporation.
- (8) The authorized capital stock of Tessera Enterprise Systems, Inc. is (i) 7,500,000 shares of common stock, no par value; (ii) 58,700 shares of Series A preferred stock, \$0.01 par value; (iii) 48,700 shares of Series B preferred stock, \$0.01 par value; (iv) 18,204 shares of Series C preferred stock, \$0.01 par value; and (v) 43,831 shares of Series D preferred stock, \$0.01 par value

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by M. Wayne Boylston, its Executive Vice President, on the 11th day of January, 2000.

IXL-MASSACHUSETTS, INC.
a Delaware corporation

By: M. Wayne Boylston
M. Wayne Boylston, Executive Vice President

Office of the Secretary of State

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 INCORPORATION OF "IXL-MASSACHUSETTS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

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



3098734 8100

991391881

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9979743

09-21-99

TRADEMARK
REEL: 002165 FRAME: 0759

**CERTIFICATE OF INCORPORATION
OF
iXL-MASSACHUSETTS, INC.**

**ARTICLE I.
NAME**

The name of this corporation shall be:

iXL-Massachusetts, Inc.

**ARTICLE II.
REGISTERED OFFICE**

Its registered office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, county of New Castle. The registered agent at this address is The Corporation Trust Company.

**ARTICLE III.
PURPOSE**

The corporation is organized to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV.
CAPITAL STOCK**

The total number of shares of stock which this corporation is authorized to issue is Ten thousand (10,000) shares of common stock, all of such shall be at \$.01 par value.

**ARTICLE V.
INCORPORATOR**

The name and mailing address of the incorporator is as follows:

James S. Altenbach, Esq.
Minkin & Snyder
One Buckhead Plaza
3060 Peachtree Road, Suite 1100
Atlanta, Georgia 30305

**ARTICLE VI.
AMENDMENT OF BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the corporation. Election of Directors need not be by written ballot.

**ARTICLE VII.
NO PREEMPTIVE RIGHTS**

No shareholder shall have any preemptive right to acquire unissued shares of the corporation.

**ARTICLE VIII.
ACTION BY SHAREHOLDERS**

To the extent allowed by law, any action that is required to be or may be taken at a meeting of the shareholders of the corporation may be taken without a meeting if written consent, setting forth the action, shall be signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by classes) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Prompt notice shall be given of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent.

**ARTICLE IX.
INDEMNIFICATION**

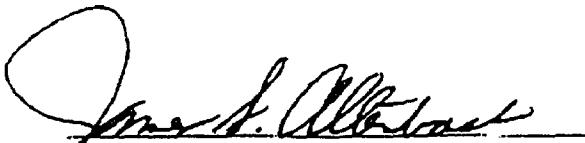
A Director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the Director derived an improper personal benefit.

If the General Corporation Law of Delaware is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of the corporation shall not adversely affect any right or protection of a Director of the corporation existing at the time of such repeal or modification.

The provisions of this Article IX shall not be deemed to limit or preclude indemnification of a Director by the corporation for any liability of a Director which has not been eliminated by the provisions of this Article IX.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this 20th day of September, 1999.


James S. Altenbach
Incorporator

STOCK SUBSCRIPTION AGREEMENT

To the Board of Directors of iXL-Massachusetts, Inc.:

The undersigned hereby subscribes for the \$.01 par value common stock of iXL-Massachusetts, Inc. in the amount and for the consideration set forth opposite its name. Subscriber agrees to pay the consideration so specified upon the acceptance of this subscription.

<u>Name</u>	<u>Consideration</u>	<u>Number of Shares</u>
iXL Enterprises, Inc.	\$100.00	100

This subscription shall expire three (3) months from the date hereof unless accepted by the corporation prior to that time.

Subscriber understands and agrees it shall not be entitled to certificates nor shall it be entitled to vote the shares hereby subscribed until the shares are fully paid.

Subscriber hereby represents and states the securities are being purchased for investment for its own account and not with a view towards the distribution thereof. Subscriber acknowledges the securities were not offered for sale by means of publicly disseminated advertisements or sales literature.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

{MS39415.DOC:}

TRADEMARK
REEL: 002165 FRAME: 0763

DATED as of the 20th day of September, 1999.

Very truly yours,

iXL ENTERPRISES, INC.

By: M. Wayne Boylston
M. Wayne Boylston, Executive Vice President

Effective this 20th day
of September, 1999.

iXL-MASSACHUSETTS, INC.

By: U. Bertram Ellis, Jr.
U. Bertram Ellis, Jr., Chief Executive Officer

(MS39415.DOC:)