

12-06-2000



101540863

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 11-16-00

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  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

~~Organization~~ 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

~~Organization~~ State of Incorporation/~~Organization~~

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="76/109610"/>	<input type="text" value="75/741085"/>	<input type="text" value="75/297488"/>
<input type="text" value="75/672176"/>	<input type="text" value="75/671504"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2352966"/>	<input type="text" value="2202541"/>	<input type="text" value="2091203"/>
<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.)

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.

Jean Maxwell

Name of Person Signing

Signature

11/13/2022

Date Signed

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "ADFORCE, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ADFORCE, LLC" TO "ADFORCE, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2000, AT 9:30 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2913962 8100V

001552053

AUTHENTICATION: 0770402

DATE: 11-02-00

TRADEMARK  
REEL: 002188 FRAME: 0614

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ADFORCE, INC." FILED IN THIS OFFICE ON THE ELEVENTH DAY OF OCTOBER, A.D. 2000, AT 9:30 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2913962 8100V

001552053

AUTHENTICATION: 0770402

DATE: 11-02-00

TRADEMARK  
REEL: 002188 FRAME: 0615

10-11-00

**CERTIFICATE OF CONVERSION TO CORPORATION  
OF  
ADFORCE, LLC  
TO  
ADFORCE, INC.**

This Certificate of Conversion to Corporation, dated as of October 10, 2000 is being duly executed and filed by AdForce, LLC, a Delaware limited liability company (the "LLC"), to convert the LLC to a Delaware corporation under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.).

1. The LLC was first formed on August 20, 1998.

2. The LLC's name immediately prior to the filing of this Certificate of Conversion to Corporation was AdForce, LLC.

3. The name of the Delaware corporation as set forth in its certificate of incorporation is AdForce, Inc.

4. The conversion of the LLC to a Delaware corporation shall be effective upon the filing of this Certificate of Conversion to Corporation and a certificate of incorporation with the Secretary of State of the State of Delaware.

5. Immediately prior to the filing of this Certificate of Conversion to Corporation the LLC was a Delaware limited liability company.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Conversion to Corporation as of the date first above written.

**ADFORCE, LLC**

By: /s/Charles W. Berger  
Name: Charles W. Berger  
Title: President

CERTIFICATE OF INCORPORATION  
OF  
ADFORCE, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the Corporation is Adforce, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware. The name of its registered agent at such address is The Corporation Trust Corporation.

THIRD: The purpose of the Corporation is to engage in the business of providing advertisement management services; to engage in any lawful activities directly or indirectly related or incidental thereto; and to engage in any other activity in which a corporation organized under the laws of the State of Delaware may lawfully engage.

FOURTH: The aggregate number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, par value \$0.01 per share.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: Election of Directors need not be by written ballot unless the by-laws of the Corporation so provide.

SEVENTH: The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

EIGHTH: A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that the elimination or limitation of liability is not permitted under the Delaware General Corporation Law as in effect when such liability is determined. No amendment or repeal of this provision shall deprive a director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

NINTH: In anticipation that the Corporation will be, directly or indirectly, a majority owned subsidiary of CMGI, Inc., a Delaware corporation ("CMGI"), and in anticipation that the Corporation and CMGI may engage in the same or similar activities or lines of business and have an interest in the same areas of corporate opportunities, and in recognition of the benefits to be

derived by the Corporation through its continued contractual, corporate and business relations with CMGI (including possible service of officers and directors of CMGI as officers and directors of the Corporation), the provisions of this Article Ninth are set forth to regulate and define the conduct of certain affairs of the Corporation as they may involve CMGI and its officers and directors, and the power, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith.

CMGI shall have no duty to refrain from engaging in the same or similar activities or lines of business as the Corporation, and neither CMGI nor any officer or director thereof (except as provided in paragraph (c) below) shall be liable to the Corporation or its stockholders for breach of any fiduciary duty by reason of any such activities of CMGI. In the event that CMGI acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both CMGI and the Corporation, CMGI shall have no duty to communicate or offer such corporate opportunity to the Corporation and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder of the Corporation by reason of the fact that CMGI pursues or acquires such corporate opportunity for itself, directs such corporate opportunity to another person, or does not communicate information regarding such corporate opportunity to the Corporation.

In the event that a director or officer of the Corporation who is also a director or officer of CMGI acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both the Corporation and CMGI, such director or officer of the Corporation shall have fully satisfied and fulfilled the fiduciary duty of such director or officer to the Corporation and its stockholders with respect to such corporate opportunity, if such director or officer acts in a manner consistent with the following policy:

(i) A corporate opportunity offered to any person who is a director or officer of the Corporation, and who is also a director or officer of CMGI, shall belong to the Corporation if such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of the Corporation.

(ii) Otherwise, such corporate opportunity shall belong to CMGI.

For purposes of this Article Ninth only: (i) The term "Corporation" shall mean the Corporation and all corporations, partnerships, joint ventures, associations and other entities in which the Corporation beneficially owns (directly or indirectly) 50% or more of the outstanding voting power, partnership interests or similar voting interests, and (b) the term CMGI shall mean, CMGI and all corporations, partnerships, joint ventures, associations and other entities (other than the Corporation, defined in accordance with Clause (i) of this Paragraph) in which CMGI beneficially owns (directly or indirectly) 50% or more of the outstanding voting stock, voting power, partnership interests or similar voting interests.

Any person or entity purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation will be deemed to have notice of and to have consented to the provisions of this Article Ninth.

Notwithstanding anything in this Certificate of Incorporation to the contrary, the affirmative vote of the holders of more than 80% of the votes entitled to be cast by the holders of the Common Stock, voting together as a single class, shall be required to alter, amend or repeal or adopt any provision inconsistent with, any provision of this Article Ninth. Neither the alteration, amendment or repeal of this Article Ninth nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article Ninth shall eliminate or reduce the effect of this Article Ninth in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Ninth, would accrue or arise, prior to such alteration, amendment, repeal or adoption.

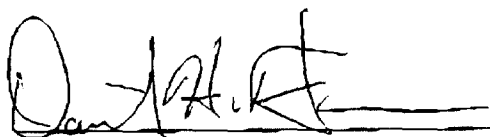
This Article shall apply as set forth above except as otherwise provided by law. It is the intention of this Article to take full advantage of statutory amendments, the effect of which may be to specifically authorize or approve provisions such as this Article. Any repeal of this Article, or any amendment of this Article insofar as it would in any way enlarge the liability of any person covered by this Article, shall be ineffective with respect to any acts or omissions occurring prior to the date of such repeal or amendment.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ELEVENTH: The name and address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Daniel H. Follansbee	CMGI, Inc. 100 Brickstone Square Andover, MA 01810

Signed this 11th day of October, 2000.



Daniel H. Follansbee  
Incorporator