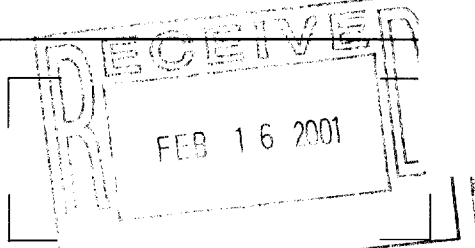


MD 2-16-01

03-14-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



101635391

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
- Change of Name
- Other

Effective Date
Month Day Year

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
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
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.)

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

TRADEMARK
REEL: 002250 FRAME: 0704

Domestic Representative Name and Address

Enter for the first Receiving Party only.

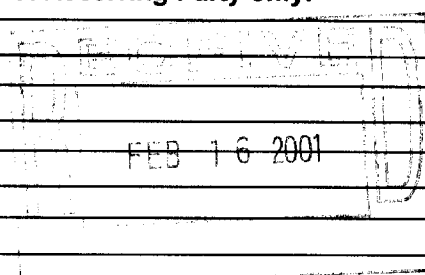
Name

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="75062450"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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<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.) #

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.

David J. Cho

2/15/01

Name of Person Signing

Signature

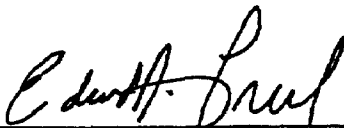
Date Signed

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:

"FLASHNET COMMUNICATIONS, INC.", A TEXAS CORPORATION,
WITH AND INTO "PRODIGY COMMUNICATIONS CORPORATION" UNDER THE NAME OF "PRODIGY COMMUNICATIONS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2000, AT 4:03 O'CLOCK P.M.



2632696 8100M
001523005


Edward J. Freel, Secretary of State

AUTHENTICATION: 0739163

DATE: 10-17-00

TRADEMARK
REEL: 002250 FRAME: 0706

CERTIFICATE OF OWNERSHIP AND MERGER

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

Pursuant to Section 253 of the General Corporation Law of Delaware, Prodigy Communications Corporation, a Delaware corporation (the "Parent"), does hereby certify that:

1. Parent is the record and beneficial owner of all of the outstanding shares of capital stock of Flashnet Communications, Inc., a Texas corporation ("Subsidiary").
2. The Board of Directors of Parent has duly authorized and approved the merger of Subsidiary with and into Parent by resolutions adopted by the unanimous consent of its Board of Directors executed on May 31, 2000, a copy of which resolutions is attached hereto as Exhibit A.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Parent has caused this Certificate to be executed this 31 day
of May, 2000.

PRODIGY COMMUNICATIONS CORPORATION


By: 
Name: Andrea S. Hirsch
Title: Executive VP

Exhibit A

**RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS
OF
PRODIGY COMMUNICATIONS CORPORATION
ON
MAY 31, 2000**

WHEREAS, the Corporation directly holds 1,000, or 100% of the issued and outstanding shares of FlashNet Communications, Inc., a Texas corporation (the "Subsidiary");

WHEREAS, the Board of Directors deems it to be in the best interest of the Corporation to merge the Subsidiary with and into the Corporation; and

WHEREAS, Article 5.16 of the Texas Business Corporation Act and Section 253 of the Delaware General Corporation Law permit the merger of the Subsidiary with and into the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the merger of the Subsidiary with and into the Corporation be, and it hereby is, authorized and approved in all respects and the officers of the Corporation be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to prepare, execute and file, with the Secretary of State of Texas, such Articles of Merger as shall be necessary to effect the Merger in Texas and, with the Secretary of State of Delaware, such Certificate of Ownership and Merger and other documents as shall be necessary to effect the Merger in Delaware; and further

RESOLVED, that in connection with the Merger, the Corporation shall and hereby does assume all of the Subsidiary's liabilities and obligations, including, any obligations of the Subsidiary to file franchise tax returns or pay franchise taxes to the State of Texas; and further

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to execute and deliver all such other instruments and documents, to make all such payments, including the payment of any franchise taxes that may be owed by the Subsidiary, and to do such other acts and things, as may be necessary, or, in the opinion of the officers, desirable or proper to

effect the intent of the foregoing resolutions and the Merger; and further

RESOLVED, that the acts of the officers of the Corporation taken prior to the date hereof with regard to the subject matter of the foregoing resolutions be, and each hereby is, ratified, approved and confirmed as the act and deed of the Corporation.