

03-19-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MAR 1 2001

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
9/15/00
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
9/15/00

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/AK/A/T/A

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

FOR OFFICE USE ONLY

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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

TRADEMARK
REEL: 002253 FRAME: 0139

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,425,889"/>	<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.)

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.

Donna M.D. Thomas, Esquire

Donna M.D. Thomas

2/21/01

Name of Person Signing

Signature

Date Signed

AGREEMENT OF MERGER

September 15, 2000

AGREEMENT OF MERGER (this "Agreement") dated as of September 15, 2000 between PeopleFirst.com Inc., a Delaware corporation (the "Company"), and giggo.com inc., a Delaware corporation ("giggo").

WHEREAS, the Company is the sole stockholder of giggo; and

WHEREAS, it is proposed that giggo be merged with and into the Company, with the Company being the surviving entity (in such capacity, the "Surviving Company") pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE,

1. **The Merger.** Subject to the prior approval of the board of directors of the Company, giggo shall merge (the "Merger") itself with and into the Company, with the Company being the Surviving Company, pursuant to Section 253 of the DGCL, and upon the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time"), the Surviving Company shall assume all of giggo's rights, liabilities and obligations.
2. **Cancellation of Interests.** At the Effective Time, by virtue of the Merger and without any action on the part of the holders of any capital stock of the Company or on the part of the Company as the sole stockholder of giggo, all shares of capital stock of giggo outstanding prior to the Merger shall be cancelled and automatically cease to be outstanding.
3. **Certificate of Incorporation and Bylaws.** The certificate of incorporation, as amended, and the bylaws of the Company, as the Surviving Company in the Merger, shall be the certificate of incorporation and bylaws of the Surviving Company.
4. **Officers and Directors.** The officers and directors of the Company, as the Surviving Company in the Merger, shall be the officers and directors of the Surviving Company.
5. **Change Of Name.** Pursuant to Section 253(b) of the DCGL, the Surviving Company hereby changes its corporate name from "PeopleFirst.com Inc." to "giggo.com inc."

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