

03-22-2001

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



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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3-5-01

RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(s).

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/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

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: 002255 FRAME: 0210

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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="75/773853"/>	<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.)

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.

GREGORY A. TRIBER

Name of Person Signing

Signature

2-9-01

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 OWNERSHIP, WHICH MERGES:

"VIEWPOINT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "METACREATIONS CORPORATION" UNDER THE NAME OF "VIEWPOINT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2000, AT 4:30 O'CLOCK P.M.

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

2541506 8100M

001600741



Edward J. Freel
Edward J. Freel, Secretary of State
AUTHENTICATION: 0830470

DATE: 12-04-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 11/30/2000
001600741 - 2541506

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VIEWPOINT

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VIEWPOINT CORPORATION

WITH AND INTO

METACREATIONS CORPORATION

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

Pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware (the "GCL"), MetaCreations Corporation, a corporation organized and existing under the laws of the State of Delaware (this "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation is organized and validly existing under the GCL.

SECOND: That this Corporation owns more than ninety percent (90%) of the outstanding shares of common stock, par value \$.00001 per share, of Viewpoint Corporation, a Delaware corporation ("Viewpoint"), and that there are no shares of any other class outstanding other than said common stock.

THIRD: That the Board of Directors of this Corporation, by resolutions duly adopted by unanimous written consent in lieu of a meeting dated November 2nd 2000 pursuant to Section 141(f) of the GCL, determined to and authorized the merger of Viewpoint with and into this Corporation on the conditions set forth in such resolutions. Such resolutions are set forth below and have not been modified or rescinded and remain in full force and effect on the date hereof:

RESOLVED, that pursuant to Section 253 of the GCL, Viewpoint Corporation shall merge (the "Merger") with and into this Corporation, with this Corporation continuing as the surviving corporation (the "Surviving Corporation"), and that this Corporation shall assume all of the debts, liabilities and obligations of Viewpoint.

RESOLVED, that the Merger shall be effective (the "Effective Time") upon the filing of a duly executed Certificate of Ownership and Merger with the Secretary of State of Delaware in accordance with the GCL.

RESOLVED, that the terms and conditions of the Merger are as follows:

1. Each share of common stock, par value \$.00001 per share of Viewpoint (the "Viewpoint Shares") that is outstanding immediately prior to the Effective Time shall be converted into and exchanged for 1.15 shares of this Corporation's common stock, par value \$.001 per share (this "Corporation's Shares").
2. Each option to purchase Viewpoint Shares shall be converted into an option to acquire the number of this Corporation's Shares, rounded to the nearest whole number, equal to the product of the number of shares of Viewpoint Shares issuable upon the exercise of the option and 1.15. The exercise prices for such options shall be the amount, rounded to the nearest cent, equal to the exercise price of the option divided by 1.15.
3. At the Effective Time, the Surviving Corporation shall continue its existence under the laws of the GCL. The Merger shall have the effects as specified in Section 259 of the GCL.
4. At the Effective Time and without any further action on the part of this Corporation or Viewpoint, the Certificate of Incorporation of this Corporation shall be the Certificate of Incorporation of the Surviving Corporation until amended in accordance with applicable law; provided that, at the Effective Time, Article First of such certificate shall be amended to read as follows: "The name of this corporation is Viewpoint Corporation."
5. At the Effective Time and without any further action on the part of this Corporation or Viewpoint, the bylaws of this Corporation as in effect at the Effective Time shall be the bylaws of the Surviving Corporation until amended in accordance with applicable law.
6. From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, the directors of this Corporation at the Effective Time shall be the directors of the Surviving Corporation and the officers of this Corporation at the Effective Time shall be the officers of the Surviving Corporation.

RESOLVED, that the Surviving Corporation shall notify each stockholder of Viewpoint within ten days after the Effective Time that the Merger has become effective.

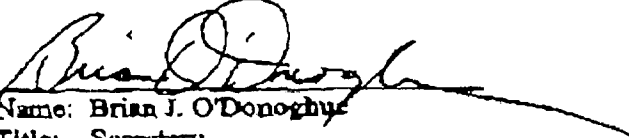
RESOLVED, that the appropriate officers of this Corporation be, and each hereby is, authorized and directed, in the name and on behalf of this Corporation to make and execute a Certificate of Ownership and Merger as required by Section 253 of the GCL, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy thereof to be recorded in the office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever whether within or without the State of Delaware, which may be in any way necessary or proper to effect the Merger.

FOURTH: That this Certificate of Ownership and Merger shall become effective upon filing with the Secretary of State of the State of Delaware in accordance with the GCL.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of this Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by Brian J. O'Donoghue, its Secretary, this 30th day of November, 2000.

METACREATIONS CORPORATION

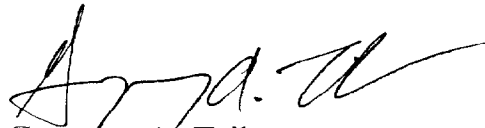
By: 
Name: Brian J. O'Donoghue
Title: Secretary

Trademark	Serial No	Application Date
REACTOR	75/773853	11 August 1999

A check in the amount of forty dollars (\$40.00) to cover the appropriate fee as required under 37 CFR 3.41. The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment to Account No. 02-3964.

Please return the recorded certificate to the undersigned.

Yours very truly,



Gregory A. Triber
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 & DONNELLY LLP
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 Palo Alto, California 94304
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 Facsimile: (650) 320-4200
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GAT/vme
 Enclosures