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U.S. DEPARTMENT OF COMMERCE

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

3-23-01

Patent and Trademark Office Docket No. 029187.2000SS

	To the Commissioner of Patents and Trademark	s: Please record the attached original documents or copy thereof.
1.	Name of Conveying party(ies):	Name and address of receiving party(ies):
	Interactive Content Provider, Co. □ Individual(s) □ Association □ General Partnership □ Limited Partnership □ Corporation: Delaware □ Other	Name: Broadband Interactive Group, Inc. Street Address: 130 Theory, Suite 200 Irvine, CA 92612
Add 3.	itional name(s) of conveying party(ies) attached?	☐ Individual(s) citizenship: ☐ Association: ☐ General Partnership: ☐ Limited Partnership: ☐ Corporation-State: Delaware ☐ Other: ☐ Additional name(s) & address(es) attached? ☐ Yes ☒ No
4.	Application number(s) or registration number(s):	
	A. Trademark Application No.(s) 75/747,344; 75/747,343; 75/747	7,347; 75/747,348; 75/747,349 B. Registration No.(s)
Add	itional numbers attached? □ Yes ☒ No	•
5.	Name and address of party to whom correspondence concerning document should be mailed: Rochelle D. Alpert, Esq. Brobeck, Phleger & Harrison LLP Spear Street Tower One Market San Francisco, CA 94105	6. Total number of applications and trademark registrations involved: 5
		7. Total fee (37 C.F.R. § 3.41): \$140.00
		 ☑ Enclosed ☐ Authorized to be charged to deposit account, referencing Attorney Docket 029187.2000SS
		8. Deposit account number: <u>02-3950</u>
	The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.2	I which may be required by this paper, or to credit any overpayment to Deposit Account No. 02-3950.
		T USE THIS SPACE
9.	Statement and Signature. To the best of my knowledge and belief, the foregoing information	n is true and correct and any attached copy is a true copy of the original document.
	Name: Rochelle D. Alpert	nature March 20204 Date
	Total number of pages compr	ising cover sheet, attachment and document: 3

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STATE OF DELAWARES SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 10:00 AM 06/14/1999 991238956 - 2993134

CERTIFICATE OF MERGER

MERGING

BROADBAND CREATIONS, INC.

WITH AND INTO

INTERACTIVE CONTENT PROVIDER.CO.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

The undersigned, Marvin Winkler and Thomas E. Schiff, being respectively the President and Secretary of Interactive Content Provider.Co., a Delaware corporation ("ICP"), for purposes of effecting a merger of Broadband Creations, Inc., a Delaware corporation ("BCP"), with and into ICP (the "Merger"), hereby certify as follows:

- 1. The name of each constituent corporation to the Merger is:
 - (a) Interactive Content Provider, Co., a Delaware corporation; and
 - (b) Broadband Creations, Inc., a Delaware corporation.
- 2. An Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of May 18, 1999, between BCI and ICP, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of ICP and BCI in accordance with Section 251 of the General Corporation Law of the State of Delaware.
- The surviving corporation in the Merger shall be ICP.
- 4. Certificate of Incorporation of ICP shall be the Certificate of Incorporation of the surviving corporation in the Merger, except that the name as set forth in the Certificate of Incorporation shall become Broadband Interactive Group, Inc.
- 5. The executed Merger Agreement is on file at the principal place of business of ICP, the address of which is 9600 Toledo Road, Irvine, California 92618.
- 6. A copy of the Merger Agreement will be furnished by ICP, on request and without cost, to any stockholder of ICP or BCL
- 7. The authorized capital stock of ICP consists of 49,000,000, par value \$.0001, of which 26,000,000 shares are designated Class A Common Stock, 22,000,000 shares are designated Class B Common Stock and 1,000,000 shares are designated Preferred Stock.

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8. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by us and are true and correct.

Executed on this // day of Olene, 1999.

INTERACTIVE CONTENT PROVIDER.CO.

a Delaware corporation

faivin Winkler, President

Thomas E. Schiff, Secretary

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