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11032/1263,1264,1265,1266,1267,1268

FORM PTO-1584



HEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

1-31-92

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Tab settings →→→→

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
@PLAN.INC

- Individual(s)
- General Partnership
- Corporation - Tennessee
- Other:

- Association
- Limited Partnership

Additional name(s) of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies):

Name: **DoubleClick Inc.**  
Address: **450 West 33<sup>rd</sup> Street**  
**New York, New York 10001**

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)  
Additional name(s) & address(s) attached:  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Effective Date: February 2, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B.

Trademark Registration No.(s)

75/654,765      78/007,885  
75/945,006  
76/010,332  
78/003,942

2,196,315

Additional Numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James E. Rosini, Esq.  
Address: KENYON & KENYON  
One Broadway  
New York, New York 10004

6. Total number of applications and registrations involved: 4

7. Total fee (37 C.F.R. 3.41) ..... \$ 165.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 11-0600

DO NOT USE THIS SPACE

9. 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.

James E. Rosini  
Name of Person Signing

Signature

5/15/01  
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

State of Delaware  
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"@PLAN.INC", A TENNESSEE CORPORATION,

WITH AND INTO "DOUBLECLICK INC." UNDER THE NAME OF "DOUBLECLICK INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF FEBRUARY, A.D. 2001, AT 11:30 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2581969 8100M

AUTHENTICATION: 1044738

010141204

DATE: 03-26-01

TRADEMARK  
REEL: 002303 FRAME: 0394

**CERTIFICATE OF MERGER  
OF  
@PLAN.INC  
WITH AND INTO  
DOUBLECLICK INC.**

*(Pursuant to Section 252 of the Delaware General Corporation Law)*

*Dated as of February 2, 2001*

**It is hereby certified that:**

**FIRST:** The constituent business corporations participating in the merger herein certified are:

(i) DoubleClick Inc., which is incorporated under the laws of the State of Delaware ("DoubleClick"); and

(ii) @plan.inc, which is incorporated under the laws of the State of Tennessee ("@plan").

**SECOND:** An Amended and Restated Agreement and Plan of Merger and Reorganization ("Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with: (i) the requirements of Section 48-21-109 of the Tennessee Business Corporation Act by @plan and (ii) the provisions of Section 252 of the General Corporation Law of the State of Delaware by DoubleClick.

**THIRD:** The name of the surviving corporation in the merger herein certified is DoubleClick Inc., which will continue its existence as said surviving corporation.

**FOURTH:** The Amended and Restated Certificate of Incorporation of DoubleClick shall be the certificate of incorporation of the surviving corporation.

**FIFTH:** The executed Merger Agreement between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

DoubleClick Inc., 450 West 33rd Street, New York, New York 10001.

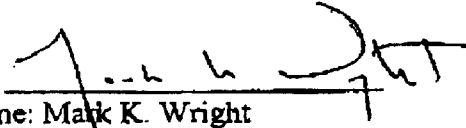
**SIXTH:** A copy of the aforesaid Merger Agreement will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

**IN WITNESS WHEREOF**, DoubleClick Inc. and @plan.inc have each caused this Certificate to be signed by their respective officers as of the date first written above.

**DOUBLECLICK INC.**

By: \_\_\_\_\_  
Name: Kevin P. Ryan  
Title: Chief Executive Officer


**@PLAN.INC**

By:   
Name: Mark K. Wright  
Title: Chairman and CEO

**SEVENTH:** The authorized capital stock of @plan is 50,000,000 shares of common stock, no par value per share, of which 11,332,770 shares are issued and outstanding, and 10,000,000 shares of preferred stock without par value, none of which are issued and outstanding.

IN WITNESS WHEREOF, DoubleClick Inc. and @plan.inc have each caused this Certificate to be signed by their respective officers as of the date first written above.

DOUBLECLICK INC.

By:   
Name: Kevin P. Ryan  
Title: Chief Executive Officer

@PLAN.INC

By: \_\_\_\_\_  
Name: Mark K. Wright  
Title: Chairman and CEO

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