

06-05-2001

SHEET

Patent and Trademark Office  
Docket No. 49485-24001  
49485-24005

5.30.01



101740159

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

1. Name of conveying party(ies):  
**Commission Junction, Inc.**

- Individual(s)       Association
- General Partnership     Limited Partnership
- Corporation-Minnesota

Additional name(s) of conveying party(ies) attached?  Yes  No

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

Name: **Commission Junction, Inc.**  
Internal Address: **Riverplace**  
Street Address: **65 Main Street SE**  
City: **Minneapolis, State: Minnesota** ZIP: **55414**

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation-State: **Delaware**
- Other: \_\_\_\_\_

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: **December 17, 1999**

4. Application number(s) or registration number(s):  
the execution date of the application is:

If this document is being filed together with a new application,

A. Trademark Application No.(s)

B. Registration No.(s)

**2,378,844; 2,331,925**

Additional numbers attached?  Yes  No

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

Lynn M. Humphreys  
Morrison & Foerster LLP  
425 Market Street  
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: two (2)

7. Total fee (37 C.F.R. § 3.41): \$65.00

- Enclosed
- Authorized to be charged to deposit account, referencing

8. Deposit account number: **03-1952**

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to **Deposit Account No. 03-1952**.

**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.

Name: Lynn M. Humphreys

5/24/01  
Date

Total number of pages comprising cover sheet, attachments and document: four (4)

06/04/2001 6TON11 00000097 2378844

01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

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:

"COMMISSION JUNCTION, INC.", A MINNESOTA CORPORATION,  
WITH AND INTO "COMMISSION JUNCTION, INC." UNDER THE NAME OF  
"COMMISSION JUNCTION, INC.", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 2000,  
AT 11:15 O'CLOCK A.M.



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

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010229063

AUTHENTICATION: 1130538

DATE: 05-11-01

TRADEMARK  
REEL: 002308 FRAME: 0135

**CERTIFICATE OF MERGER  
OF COMMISSION JUNCTION, INC.,  
A MINNESOTA CORPORATION,  
INTO  
COMMISSION JUNCTION, INC.,  
A DELAWARE CORPORATION**

The undersigned corporation

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Commission Junction, Inc.	Minnesota
Commission Junction, Inc.	Delaware

**SECOND:** That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Commission Junction, Inc., a Delaware corporation.

**FOURTH:** That the Certificate of Incorporation of Commission Junction, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is Riverplace, 65 Main Street SE, Minneapolis, Minnesota 55414.

**SIXTH:** That a copy of the Agreement of Merger will be furnished by the surviving

corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Commission Junction, Inc. (MN)	Common	50,000,000	\$.001
Commission Junction, Inc. (DE)	Common	100,000,000	\$.001

Dated: December 17, 1999.

COMMISSION JUNCTION, INC.,  
a Delaware corporation

By   
Lex Sisney, Chief Executive Officer

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