

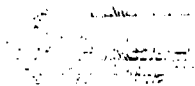
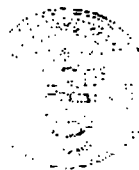
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"LIVE WORLD, INC.", A DELAWARE CORPORATION,

WITH AND INTO "TALK CITY, INC." UNDER THE NAME OF "LIVE WORLD, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MAY, A.D. 2001, AT 4:31 O'CLOCK P.M.

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



3040933 8100M

AUTHENTICATION: 1120868

010220444

DATE: 05-08-01

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LIVEWORLD, INC.

WITH AND INTO

TALK CITY, INC.

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

TALK CITY, INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the capital stock of LIVEWORLD, INC. a Delaware corporation ("Merger Sub").

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 7th day of May, 2001, determined to merge Merger Sub with and into the Corporation on the conditions set forth in such resolutions:

RESOLVED, that the Corporation merge Merger Sub with and into the Corporation and assume all of said subsidiary's liabilities and obligations, effective as of the close of business on May 7, 2001; and be it further

RESOLVED, that upon the effective date of the merger, the name of the Corporation shall be changed to "LiveWorld, Inc."; and be it further

RESOLVED, that the President or Chief Financial Officer, and the Secretary or any Assistant Secretary, of the Corporation be, and they hereby are directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Merger Sub with and into the Corporation, to change the Corporation's name to LiveWorld, Inc. and to assume Merger Sub's liabilities and obligations and to file the same in the Office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle County; and be it further

RESOLVED, that the officers of the Corporation be, and they hereby are, severally and not jointly, authorized and directed to provide all notices, execute all documents, make all filings and take all actions as any of them may deem to be necessary or appropriate in connection with the carrying out of the purposes of the foregoing resolutions.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its authorized officers this 7th day of May, 2001.

TALK CITY, INC.

By: 
Peter Friedman
Chief Executive Officer