

08-07-2001

1-31-92  
Tab settings ==>>>



101802525

...hed original documents or copy thereof.

To the Honorable Commissioner of Pa

1. Name of conveying party(ies):  
**Metacreations Corporation**

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

7-30-01

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

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

Name: **Viewpoint Corporation**  
Address: **498 Seventh Ave.**  
**Suite 1810**  
**New York, NY 10018**

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

Effective Date: November 30, 2000

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

A. Trademark Application No.(s)

**VIEWPOINT VISUALIZATION**  
Serial No. 76/069,005  
**DESIGN TRADEMARK,**  
Serial No. 76/069,012

B. Trademark Registration No.(s)

**VIEWPOINT, U.S. Trademark Reg. No. 2,143,808**  
**VIEWPOINT DATALABS, U.S. Trademark Reg. No. 2,216,794**

Additional Numbers attached?  Yes  No

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

Name: Dana R. Kaplan, Esq.  
Address: KENYON & KENYON  
One Broadway  
New York, New York 10004

6. Total number of applications and registrations involved: **Three (3)**

7. Total fee (37 C.F.R. 3.41) ..... \$ **115.00**  
 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.*

Karen L. Feisthamel  
Name of Person Signing

*Karen L. Feisthamel*  
Signature

July 23, 2001  
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

00/06/2001 11:05:00  
00000083 110500  
40.00 CH  
75.00 CH  
01 FI: 487  
02 FI: 487

**TRADEMARK**

**REEL: 002342 FRAME: 0018**

Office of the Secretary of State

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.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 0830470

2541506 8100M

001600741

DATE: 12-04-00

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 2, 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 30~~th~~ day of November, 2000.

METACREATIONS CORPORATION

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