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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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9-28-01

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

1. Name of conveying party(ies): Ticketmaster OnLine-CitySearch, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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

2. Name and address of receiving party(ies)

Name: Ticketmaster Internal Address:

Street Address: 3701 Wilshire Boulevard City: Los Angeles State: CA Zip: 90010

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State 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(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: January 31, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

76/087,856 76/087,855 76/087,854 76/087,862

Additional number(s) attached Yes No

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

Name: Lisa M. Krizan, Esquire

Internal Address: Hirschler, Fleischer, Weinberg, Cox & Allen, P.C.

Street Address: P.O. Box 500

City: Richmond State: VA Zip: 23218

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

501335

(Attach duplicate copy of this page if paying by deposit account)

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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.

Lisa M. Krizan, Esquire Name of Person Signing

Signature

9/26/01 Date

Total number of pages including cover sheet, attachments, and document: 4

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

7.12.01

07-19 2001

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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2. Name and address of receiving party(ies) Name: Ticketmaster Internal Address: Street Address: City: State: Zip: [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership JUL 12 2001 [ ] Corporation-State [ ] 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(es) attached? [ ] Yes [ ] No

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [x] Change of Name [ ] Other Execution Date: January 31, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/087,856 76/087,855 76/087,854 76/087,862 B. Trademark Registration No.(s) Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Lisa M. Krizan, Esquire Internal Address: Hirschler, Fleischer, Weinberg, Cox & Allen, P.C. Street Address: P.O. Box 500 City: Richmond State: VA Zip: 23218-0500

6. Total number of applications and registrations involved: 4 7. Total fee (37 CFR 3.41).....\$ \$115.00 [ ] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 501335 (Attach duplicate copy of this page if paying by deposit account)

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State of Delaware  
Office of the Secretary of State

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PAGE 1

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 AMENDMENT OF "TICKETMASTER ONLINE-CITYSEARCH, INC.", CHANGING ITS NAME FROM "TICKETMASTER ONLINE-CITYSEARCH, INC." TO "TICKETMASTER", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.



2544478 8100

010333066

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

AUTHENTICATION: 1236258

DATE: 07-11-01

TRADEMARK

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**CERTIFICATE OF AMENDMENT**  
**TO THE**  
**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**TICKETMASTER ONLINE-CITYSEARCH, INC.**  
**A DELAWARE CORPORATION**

Ticketmaster Online-Citysearch, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** That, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation duly adopted resolutions setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation (this "Amendment") and deeming this Amendment advisable.

**SECOND:** That this Amendment was approved by written consent of the stockholders pursuant to Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That written notice of this Amendment was duly given in accordance with Section 228 of the General Corporation Law of the State of Delaware to stockholders of the Corporation who did not consent to this Amendment.

**FOURTH:** That the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended as follows:

- (A) Article I of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

I.


The name of the Corporation is Ticketmaster.

- (B) The first paragraph of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

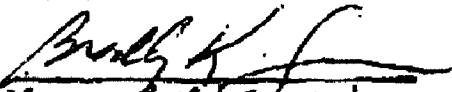
The Corporation is authorized to issue four classes of stock to be designated "Class A Common Stock," "Class B Common Stock," "Class

C Common Stock" (the Class A Common Stock, Class B Common Stock and Class C Common Stock are sometimes referred to collectively hereinafter as the "Common Stock") and "Preferred Stock," all of which shall have a par value of \$0.01 per share. The total number of shares which the Corporation is authorized to issue is four hundred four million eight hundred and eighty-three thousand and five hundred six (404,883,506). One hundred fifty million (150,000,000) shares shall be Class A Common Stock, two hundred fifty million (250,000,000) shall be Class B Common Stock, two million eight hundred and eighty-three thousand and five hundred six (2,883,506) shall be Class C Common Stock and two million (2,000,000) shares shall be Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and attested to by its Secretary this 23rd day of January, 2001.

  
Name: John Pleasant  
Title: CEO & President

Attest:

  
Name: BRAD [unclear]  
Title: Secretary