

10-09-2001



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

101867790

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

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

1. Name of conveying party(ies): www.yellowpages.com, Inc. 10/01/01
Individual(s) Association General Partnership Limited Partnership Corporation-State (Nevada) Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: www.yellowpages.com, Inc. Internal Address: Street Address: 657 Mission St., Suite 502 City: San Francisco State: CA Zip: 94105
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: Articles of Merger (Dec. 23, 1999) Agreement and Plan of Merger (Dec. 9, 1999)

4. Application number(s) or registration number(s): A. Trademark Application No.(s) Serial No. 75/521197 (YELLOWPAGES.COM) Serial No. 75/733839 (YELLOWPAGES.COM MEANS BUSINESS) Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Marcy J. Bergman, Esq. Internal Address: Cooper, White & Cooper LLP Street Address: 201 California St., 17th Floor City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41).....\$ 65.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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. Edward Wellington Ty Name of Person Signing Signature September 20, 2001 Date Total number of pages including cover sheet, attachments, and document: 12

10/05/2001 LMUELLER 00000179 75521197

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

01 FC:481 40.00 DP 02 FC:482 25.00 DP

TRADEMARK REEL: 002379 FRAME: 0579

JAN 03 2000

IN THE OFFICE OF  
*Dean Hill*  
DEAN HILLER SECRETARY OF STATE

1-800-755-5000 FAX 715 715 8000

KRAMER LEVIN

005

ARTICLES OF MERGER

OF

www.yellowpages.com, Inc.,  
(a Nevada corporation).

AND

www.yellowpages.com, Inc.,  
(a Delaware corporation)

To the Secretary of State  
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger ("Plan of Merger") for merging www.yellowpages.com, Inc., a business corporation organized and existing under the laws of the State of Nevada ("Yellowpages Nevada"), with and into www.yellowpages.com, Inc., a business corporation organized and existing under the laws of the State of Delaware ("Yellowpages Delaware"). The said Plan of Merger has been adopted by the Board of Directors of Yellowpages Nevada and by the Board of Directors of Yellowpages Delaware.

2. The said Plan of Merger was approved by written consent of the stockholders of Yellowpages Nevada pursuant to the provisions of Chapter 92A, Nevada Revised Statutes ("NRS").

3. The merger of Yellowpages Nevada with and into Yellowpages Delaware is permitted by the provisions of the Delaware General Corporation Law ("DGCL") and has been authorized in compliance with said laws, by which Yellowpages Delaware is governed.

4. The said Plan of Merger was approved by written consent of the sole stockholder of Yellowpages Delaware pursuant to the provisions of Section 228 of the DGCL.

5. No amendments to the Certificate of Incorporation of Yellowpages Delaware are effected by the merger herein provided for.

6. The specified address of Yellowpages Delaware where copies of process may be sent by the Secretary of State of the State of Nevada, served pursuant to the provisions of Section 78 461 of the NRS, in a proceeding to enforce any obligation or the rights of

dissenting stockholders of Yellowpages Nevada, unless Yellowpages Delaware has designated in writing to the Secretary of State of the State of Nevada a different address for that purpose.  
13:


213 King George Road  
Warren, New Jersey 07059-5130


7. The merger herein provided for shall become effective in the State of Nevada upon the filing of the Articles of Merger with the Secretary of State of the State of Nevada.

[Remainder of Page Intentionally Left Blank]


Signed on: December 23rd, 1999


www.yellowpages.com, Inc.  
(a Nevada corporation)

  
Peter Yunich

  
James Dellomo

www.yellowpages.com, Inc.  
(a Delaware corporation)

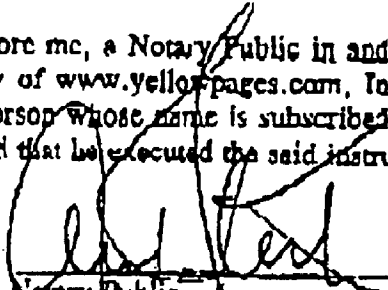
  
Peter Yunich

  
James Dellomo



STATE OF NEW YORK )  
 )SS.:  
COUNTY OF NEW YORK )

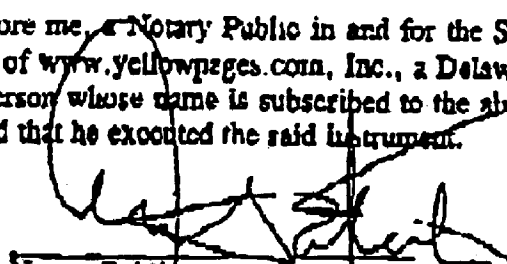
On December 23, 1999, personally appeared before me, a Notary Public in and for the State and County aforesaid, James Dellomo, Secretary of www.yellowpages.com, Inc., a Nevada corporation, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.

  
Notary Public

STATE OF NEW YORK )  
 )SS.:  
COUNTY OF NEW YORK )

ANITA KERTEL  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 31-474945b  
Qualified in New York County  
Commission Expires 03/31/01

On December 23, 1999, personally appeared before me, a Notary Public in and for the State and County aforesaid, James Dellomo, Secretary of www.yellowpages.com, Inc., a Delaware corporation, personally known to me to be the person whose name is subscribed to the above instrument in the said capacity, who acknowledged that he executed the said instrument.

  
Notary Public

ANITA KERTEL  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 31-474945b  
Qualified in New York County  
Commission Expires 03/31/01

## AGREEMENT AND PLAN OF MERGER

OF

WWW.YELLOWPAGES.COM, INC  
(a Nevada Corporation)

AND

WWW.YELLOWPAGES.COM, INC.  
(a Delaware Corporation)

AGREEMENT AND PLAN OF MERGER, entered into on December 9, 1999 (the "Plan of Merger") by www.yellowpages.com, Inc., a business corporation of the State of Nevada ("Yellowpages Nevada"), and approved by resolution adopted by its Board of Directors on said date, and entered into on December 9th, 1999 by www.yellowpages.com, Inc., a business corporation of the State of Delaware ("Yellowpages Delaware"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Yellowpages Nevada is a business corporation of the State of Nevada with its registered principal office therein located at 1771 East Flamingo Road, Building B, Suite 200, Las Vegas, Nevada 89119; and

WHEREAS the total number of shares of stock which Yellowpages Nevada has authority to issue is 30,000 shares of common stock, par value \$.01 per share and 10,000 shares of preferred stock, par value \$.01 per share; and

WHEREAS Yellowpages Delaware is a business corporation of the State of Delaware with its registered office therein located at 213 King George Road, Warren, New Jersey, 07059-5130; and

WHEREAS the total number of shares of stock which Yellowpages Delaware has authority to issue is 100,000,000 shares of common stock, par value \$.0001 per share and 50,000,000 shares of preferred stock, par value \$.0001 per share; and

WHEREAS the Nevada Revised Statutes ("NRS") permits a merger of a business corporation of the State of Nevada with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware ("DGCL") permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS Yellowpages Nevada and Yellowpages Delaware and the respective Board of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Yellowpages Nevada with and into Yellowpages Delaware pursuant to the provisions of Section 92A.190 of the NRS and pursuant to the provisions of Section 253 of the DGCL upon the terms and conditions herein set forth;

WHEREAS Yellowpages Delaware and Yellowpages Nevada intend, by approving resolutions authorizing this Plan of Merger, to adopt this Plan of Merger as a plan of reorganization within the meaning of Section 368 of the United States Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Yellowpages Nevada and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Yellowpages Delaware and approved by a resolution adopted by its Board of Directors, the Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan of Merger set forth.

1. Yellowpages Nevada and Yellowpages Delaware shall, pursuant to the provisions of the NRS, the provisions of the DGCL and the Code, be merged with and into a single corporation, to wit, Yellowpages Delaware, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name www.yellowpages.com, Inc. pursuant to the provisions of the DGCL. The separate existence of Yellowpages Nevada, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the NRS.

2. Annexed hereto as Exhibit A and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation, as therein amended and changed, shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the DGCL.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the DGCL.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of common stock of the terminating corporation shall, at the effective time of the merger, be converted into 20,547.82 shares of common stock of the surviving corporation, par value \$0.0001 per share. Each issued share of Series A Preferred Stock of the terminating corporation shall, at the effective time of the merger, be converted into 20,547.82 shares of Series A Preferred Stock of the surviving corporation, par value \$0.0001 per share. The shares of Yellowpages Delaware issued and outstanding immediately prior to the effective time, all of which are owned beneficially and of record by the terminating corporation shall be cancelled and returned as of the effective time.

6. In the event that this Plan of Merger shall have been approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the NRS and upon behalf of the surviving corporation in accordance with the provisions of the DGCL, the said



corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Nevada and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Nevada and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

8. The stock option plan of Yellowpages Delaware (the "Stock Option Plan"), a copy of which is attached hereto as Exhibit B, shall be a stock option plan of the surviving corporation after the effective time until amended or repealed as provided in the Stock Option Plan or applicable law. Each option to acquire shares of common stock of Yellowpages Nevada from and after the effective time will constitute an option under the Stock Option Plan to acquire that number of shares of common stock as the holder thereof would have acquired as a result of the merger had it exercised such option immediately prior to the effective time, but otherwise the terms and conditions of such option will remain unchanged.

9. The merger of Yellowpages Nevada with and into Yellowpages Delaware as provided in this Plan of Merger shall be submitted to the stockholders Yellowpages Nevada and the sole stockholder of Yellowpages Delaware for their approval in the manner prescribed by the provisions of the NRS and DGCL respectively.

The merger shall become effective at the time of the later to occur of the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware or the filing of the Articles of Merger with the Secretary of State of Nevada (the "effective time").

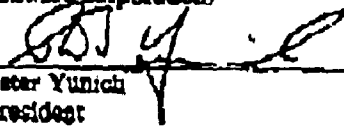
Notwithstanding the approval and adoption of this Plan of Merger, this Plan of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Nevada in the event that the Board of Directors of either corporation determines it to be within the best interests of such corporation.

[Remainder of Page Intentionally Left Blank]

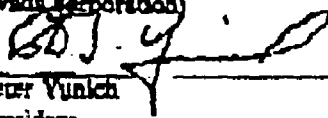
IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 9, 1999

www.yellowpages.com, Inc.  
(a Delaware corporation)

By:   
Peter Yunich  
President


www.yellowpages.com, Inc.  
(a Nevada corporation)

By:   
Peter Yunich  
President

**CERTIFICATE OF SECRETARY  
(Yellowpages Delaware)**

The undersigned, being the Secretary of Yellowpages Delaware, does hereby certify that the foregoing Agreement and Plan of Merger ("Plan of Merger") was submitted to the sole stockholder entitled to consent of said Corporation for the purpose of acting on the Plan of Merger. In accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, written consent has been given in the adoption of the foregoing Plan of Merger to the sole holder of all the issued and outstanding common stock of the Corporation. The Plan of Merger was considered by the sole stockholder entitled to consent and, a consent having been taken for the adoption or rejection by it of the Plan of Merger, the sole stockholder consented to the adoption of the Plan of Merger.


Dated: December 9, 1999

  
\_\_\_\_\_  
James Dellinger  
Secretary

**CERTIFICATE OF SECRETARY**  
(Yellowpages Nevada)

The undersigned, being the Secretary of Yellowpages Nevada, does hereby certify that the foregoing Agreement and Plan of Merger ("Plan of Merger") was submitted to the stockholders entitled to consent of said Corporation for the purpose of acting on the Plan of Merger. In accordance with the provisions of Section 78.225 of the Nevada Revised Statutes, written consent has been given to the adoption of the foregoing Plan of Merger to the holders of all the issued and outstanding common stock of the Corporation. In addition, the Plan of Merger was considered by the sole preferred stockholder entitled to vote of Yellowpages Nevada, and, a consent having been taken for the adoption or rejection by it of the Plan of Merger, a majority of the common stockholder and the sole preferred stockholder consented to the adoption of the Plan of Merger.

Dated: December 9, 1999

  
James DeLorenzo  
Secretary