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10-15-2001

U.S. Patent & TMO/TM Mail Rept. Dt. #40

10-30-2001

10-15-01

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

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

1. Name of conveying party(ies):

WEB MEDIA VENTURES, INC.

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

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

3. Nature of conveyance:

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

Execution Date: SEPTEMBER 30, 2000

2. Name and address of receiving party(ies)

Name: MATCH.COM, INC.

Internal Address:

Street Address: 707 SUMMER STREET

City: STAMFORD State: CT Zip: 06901

- 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

US PATENT AND TRADEMARK OFFICE
RECEIVED
OCT 15 2001
DELAWARE FILED PROCESS.

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,332,887; 2,304,804; 2,247,702

Additional number(s) attached Yes No

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

Name: ROBERT W. SACOFF

Internal Address: PATTISHALL, MCAULIFFE,
NEWBURY, HILLIARD & GERALDSON

TDIAZI 00000111 2332887

Street Address: 311 SOUTH WACKER DRIVE

City: CHICAGO State: IL Zip: 60606

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-0650

(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.

ROBERT W. SACOFF

Name of Person Signing

Robert W. Sacoff
Signature

10/15/01
Date

9

Total number of pages including cover sheet, attachments, and document.

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

10/29/2001 TDIAZI 00000111 2332887

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TRADEMARK
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The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

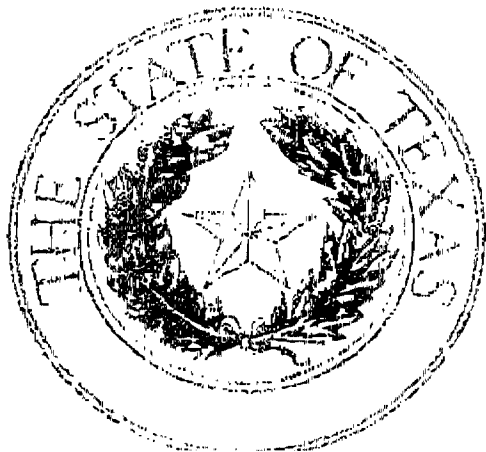
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

WEB MEDIA VENTURES, INC.
a Texas corporation
with
MATCH.COM, INC.
a Delaware corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed October 2, 2000

Effective October 2, 2000




TRADEMARK
Elton Bomer

RECEIVED OCT 12 2001

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Henry Cuellar
Secretary of State

Office of the Secretary of State

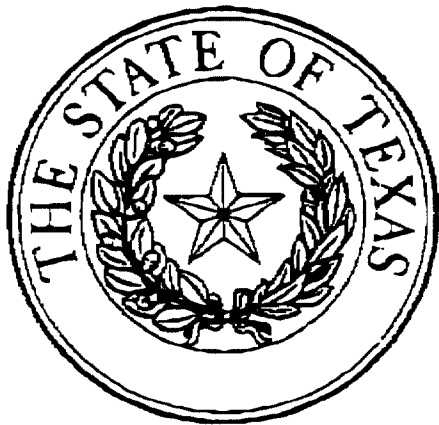
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

WEB MEDIA VENTURES, INC.
Filing Number: 155042000

Articles Of Merger

October 02, 2000

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 27, 2001.



Henry Cuellar
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

PHONE(512) 463-5555
Prepared by: Debbie Melvin

TTY7-1-1

TRADEMARK
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**ARTICLES OF MERGER
OF
WEB MEDIA VENTURES, INC.
AND
MATCH.COM, INC.**

FILED
in the Office of the
Secretary of State of Texas
OCT 02 2000
CORPORATIONS SECTION

To the Secretary of State
State of Texas

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger for the purpose of merging the domestic corporation with and into the foreign corporation.

1. The names of the constituent corporations are WEB MEDIA VENTURES, INC., which is a business corporation organized under the laws of the State of Texas, and which is subject to the provisions of the Texas Business Corporation Act, and MATCH.COM, INC., which is a business corporation organized under the laws of the State of Delaware.

2. Attached hereto as Exhibit A is the Plan and Agreement of Merger for merging WEB MEDIA VENTURES, INC. with and into MATCH.COM as approved by the directors and the shareholders of the said constituent corporations.

3. The number of shares of WEB MEDIA VENTURES, INC. which were outstanding at the time of the approval of the Plan of Merger by its shareholders and their adoption of a resolution authorizing the merger is 1,000, all of which are of one class.

4. The approval of the Plan of Merger by the shareholders of WEB MEDIA VENTURES, INC. was by written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act, and any written notice required by that Article has been given.

5. The approval of the Plan of Merger was duly authorized by all action required by the laws under which MATCH.COM, INC. was incorporated and by its constituent documents.

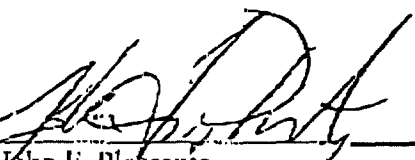
6. MATCH.COM, INC. will continue to exist as the surviving corporation under its present name pursuant to the provisions of the laws of the State of Delaware and will be governed by said laws.

Executed on September 30, 2000

WEB MEDIA VENTURES, INC.

By: 
John F. Pleasant
Chief Executive Officer

MATCH.COM, INC.

By: 
John F. Pleasant
Chief Executive Officer

OCT-02-00 MON 10:52 AM

FAX NO.

P. 04

PLAN AND AGREEMENT OF MERGER**OF****WEB MEDIA VENTURES, INC.**
(a Texas corporation)**AND****MATCH.COM, INC.**
(a Delaware corporation)

THIS PLAN AND AGREEMENT OF MERGER is entered into on September 30, 2000 by **WEB MEDIA VENTURES, INC.**, a business corporation of the State of Texas ("WMVI"), and approved by resolution adopted by its Board of Directors on said date, and **MATCH.COM, INC.**, a business corporation of the State of Delaware ("MATCH"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, WMVI is a business corporation of the State of Texas with its principal office therein located at 3001 E. President George Bush Highway, City of Richardson, County of Dallas; and

WHEREAS, the total number of shares of stock which WMVI has authority to issue is 1,000, all of which are of one class and of a par value of \$0.001; and

WHEREAS, MATCH is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, City of Wilmington, County of New Castle; and

WHEREAS, the total number of shares of stock which MATCH has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS, the Texas Business Corporation Act permits a merger of a business corporation of the State of Texas with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, WMVI and MATCH and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge WMVI with and into MATCH pursuant to the provisions of the Texas Business Corporation Act and the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the promises and of the mutual agreement of the parties hereto, being thereunto duly entered into by WMVI and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by MATCH and approved by a resolution adopted by its Board of Directors, the Plan and Agreement 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 and Agreement set forth.

1. WMVI and MATCH shall, pursuant to the provisions of the Texas Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, MATCH, 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 its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of WMVI, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Texas Business Corporation Act.

2. Annexed hereto 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 shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present Bylaws of the surviving corporation will be the Bylaws 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 General Corporation Law of the State of Delaware.

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 Bylaws of the surviving corporation.

5. The issued shares of terminating corporation shall not be converted in any manner, but each share thereof which is issued as of the effective date of the merger shall be cancelled, surrendered and extinguished upon the effective date of the merger.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Texas Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any necessary document or

documents prescribed by the laws of the State of Texas and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Texas 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 and Agreement of Merger or of the merger herein provided for.

8. The surviving corporation will be responsible for the payment of all fees and franchise taxes required of terminating corporation by law, and will be obligated to pay such fees and franchise taxes if the same are not otherwise timely paid.

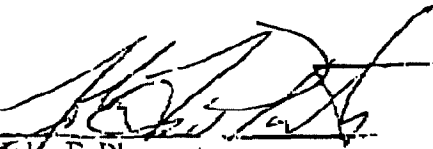
IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporation parties thereto.

Dated: September 30, 2000

MATCH.COM, INC.

By: 
John F. Pleasants
Chief Executive Officer

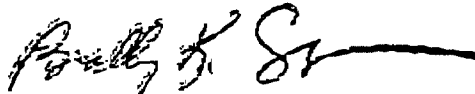
WEB MEDIA VENTURES, INC.

By: 
John F. Pleasants
Chief Executive Officer

CERTIFICATE OF SECRETARY OF MATCH.COM, INC.

The undersigned, being the Secretary of MATCH.COM, INC., does hereby certify that written consent has been given to the adoption of the foregoing Plan and Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

Dated: September 30, 2000



Bradley K. Serwin
Secretary