

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Orlando Interactive, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Tribune Interactive, Inc.

Internal Address: _____

Address: _____

Street Address: 435 N. Michigan Avenue

City: Chicago State: IL Zip: 60611

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: 12/6/99

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

A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2197606

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

Name: Michael A. Parks

Internal Address: _____

Tribune Company

Street Address: 435 N. Michigan Avenue

City: Chicago State: IL Zip: 60611

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
201499

DO NOT USE THIS SPACE

9. Signature.

Michael A. Parks *Michael A. Parks* January 31, 2002

Name of Person Signing Signature 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

CERTIFICATE OF OWNERSHIP AND MERGER
OF
CHICAGO INTERACTIVE, INC.
SOUTH FLORIDA INTERACTIVE, INC.
ORLANDO SENTINEL INTERACTIVE, INC.
HAMPTON ROADS INTERACTIVE, INC.
INTO
TRIBUNE INTERACTIVE, INC.

It is hereby certified that:

1. Tribune Interactive, Inc., (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of the following 4 Delaware corporations:

- (a) Chicago Interactive, Inc., a Delaware corporation incorporated on June 17, 1996.
- (b) South Florida Interactive, Inc., a Delaware corporation incorporated on June 17, 1996.
- (c) Orlando Sentinel Interactive, Inc., a Delaware corporation incorporated on June 17, 1996.
- (d) Hampton Roads Interactive, Inc., a Delaware corporation incorporated on June 17, 1996.

3. On December 6, 1999, the Board of Directors of the Corporation adopted the following resolutions to merge Chicago Interactive, Inc.; South Florida Interactive, Inc.; Orlando Sentinel Interactive, Inc.; and Hampton Roads Interactive, Inc. into the Corporation:

RESOLVED, that Chicago Interactive, Inc.; South Florida Interactive, Inc.; Orlando Sentinel Interactive, Inc.; and Hampton Roads Interactive, Inc. (collectively, the "Non-Surviving Companies") be merged into this Corporation; and,

FURTHER RESOLVED, that on the Effective Date (herein defined) the separate existence of the Non-Surviving Companies shall cease and the Non-Surviving Companies shall be merged with and into the Corporation, the surviving corporation. The surviving corporation shall, from and after the Effective Date, possess all the rights, privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Non-Surviving Companies; all rights, privileges, powers and franchises of the Non-Surviving Companies, and all property, real, personal and mixed, of and debts due of the Non-Surviving Companies on whatever account including stock subscriptions and all other things

in action or belonging to the Non-Surviving Companies shall be vested in the surviving corporation; and all property, rights, privileges, powers and franchises, and all other interests of the Non-Surviving Companies shall be thereafter the property of the surviving corporation and the title to and any real estate vested by deed or otherwise in the Non-Surviving Companies shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Non-Surviving Companies shall be preserved unimpaired, and all debts, liabilities and duties of the Non-Surviving Companies shall thenceforth attach to the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against the Non-Surviving Companies may be prosecuted to judgment or decree as if the Merger had not taken place, or the surviving corporation may be substituted in such action or proceeding; and,

FURTHER RESOLVED, that the Corporation shall cause to be executed and filed the documents prescribed by the laws of the State of Delaware, including a Certificate of Ownership and Merger, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other jurisdiction; and

FURTHER RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the merger therein provided for, shall become effective shall be December 26, 1999 (the "Effective Date").

Executed on December 6, 1999.

TRIBUNE INTERACTIVE, INC.

By: /s/ Crane H. Kenney
Crane H. Kenney, Secretary

State of Delaware

PAGE 1

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:

"CHICAGO INTERACTIVE, INC.", A DELAWARE CORPORATION,
 "HAMPTON ROADS INTERACTIVE, INC.", A DELAWARE CORPORATION,
 "ORLANDO SENTINEL INTERACTIVE, INC.", A DELAWARE CORPORATION,
 "SOUTH FLORIDA INTERACTIVE, INC.", A DELAWARE CORPORATION,
 WITH AND INTO "TRIBUNE INTERACTIVE, INC." UNDER THE NAME OF "TRIBUNE INTERACTIVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 1999, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 1999.

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

2634608 8100M

991529085

AUTHENTICATION: 0130896

DATE: 12-10-99

TRADEMARK

RECORDED: 01/31/2002

REEL: 002407 FRAME: 0430