

02-21-2002



02-07-2002

RECC



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Please record the attached copies of an original document.

<p>Lycos Virginia, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation—State <input type="checkbox"/> Other _____</p> <p>Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party: Lycos, Inc. 400-2 Totten Pond Road Waltham, MA 02451</p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation—State <u>Virginia</u> <input type="checkbox"/> Other _____</p> <p>If the assignee is not domiciled in the United States, a domestic representative designation is attached. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Articles of Amendment and Restatement of Articles of Incorporation</p> <p>Execution Date: February 23, 2001</p>	

2-7-02

<p>4. Application number(s) or trademark number(s):</p> <p>A. Trademark Application No(s):</p>	<p>B: Trademark No(s): <u>2,122,773 (A2Z)</u></p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name/address of party to whom correspondence concerning document should be mailed:</p> <p>Merton E. Thompson, IV, Esq. Fish & Richardson P.C. 225 Franklin Street Boston, Massachusetts 02110-2804</p>	<p>6. Total number of applications and registrations involved: 13</p> <p>7. Total fee (37 CFR §3.41): \$340 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge Deposit Account.</p> <p>8. Deposit Account No.: 06-1050 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.</p>
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02/20/2002 6TOM11 00000193 2122773

01 FC:481 40.00 DP
02 FC:482 300.00 DP

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 the attached is a true copy of the original document.*

Merton E. Thompson, IV [Signature] FEBRUARY 5, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 10

20383436.doc

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Label No. EL 932079465 US

I hereby certify under 37 CFR §1.10 that this correspondence is being deposited with the United States Postal Service as Express Mail Post Office to Addressee with sufficient postage on the date indicated below and is addressed to the Commissioner for Trademarks, BOX ASSIGNMENTS, 2900 Crystal Drive, Arlington, VA 22202-3513.

2-7-02 [Signature] Henry Jenkins
Date of Deposit Signature Typed Name of Person Signing Certificate

TRADEMARK
REEL: 002446 FRAME: 0883

TW

MATTER#	COUNTRY	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
CENTISPEED							
10984/033001	UNITED STATES	8/12/1996	75/148,983	6/16/1998	2,165,118	REGISTERED	9
COMPANIESONLINE							
10984/149002	UNITED STATES	8/11/2000	76/108,132			PENDING	42
GO GET IT							
10984/034001	UNITED STATES	8/12/1996	75/148,629	7/8/1997	2,077,563	REGISTERED	42
GO GET IT! And Design							
10984/221001	UNITED STATES	8/11/2000	76/108,131	12/4/2001	2,514,732	REGISTERED	38
HTML GEAR & Design							
10984/147002	UNITED STATES	2/14/2000	75/917,573	6/19/2001	2,461,332	REGISTERED	9, 42
10984/147001	UNITED STATES	2/14/2000	75/917,574	5/29/2001	2,455,010	REGISTERED	9
LYCOS PRO							
10984/018001	UNITED STATES	11/24/1997	75/395,206	11/16/1999	2,292,033	REGISTERED	9
POWER PANEL							
10984/029001	UNITED STATES	11/24/1997	75/395,171	3/23/1999	2,233,787	REGISTERED	9
SEARCHGUARD							
10984/004001	UNITED STATES	1/25/1999	75/626,692	2/15/2000	2,319,035	REGISTERED	42
SEEMORE							
10984/011001	UNITED STATES	8/20/1999	75/780,915			PENDING	9, 42
SONIQUE							
10984/057001	UNITED STATES	12/7/1999	75/866,179			PENDING	42
TOP 5% SITES							
10984/031001	UNITED STATES	6/2/1997	75/301,094	12/8/1998	2,209,863	REGISTERED	42

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the ARTICLES OF AMENDMENT AND RESTATEMENT of Lycos, Inc. issued February 23, 2001.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
June 1, 2001*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
LYCOS VIRGINIA, INC.**

I.

The name of the corporation is Lycos Virginia, Inc. (the "Corporation").

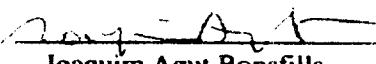
II.

The amendment adopted is to amend and restate the Articles of Incorporation in their entirety to read as set forth in the form attached hereto as Exhibit A.

The foregoing amendment was approved by the sole shareholder of the Corporation by written consent on February 21, 2001, in accordance with Sections 13.1-657 and 13.1-688.E of the Virginia Stock Corporation Act.

The undersigned President of the Corporation declares that the facts herein stated are true as of February 22, 2001.

LYCOS VIRGINIA, INC.

By: 
Joaquim Agut Bonsfills
President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LYCOS, INC.

ARTICLE I

The name of the Corporation is Lycos, Inc.

ARTICLE II

The purpose for which the Corporation is formed is to transact any or all lawful business, not required to be specifically stated in these Articles, for which corporations may be incorporated under the Virginia Stock Corporation Act as amended from time to time.

ARTICLE III

1. The total number of shares which the Corporation shall have authority to issue shall be 5,000 shares of Common Stock, \$.01 par value per share.
2. No holder of shares of any class of the Corporation shall have any preemptive or preferential right to purchase or subscribe to (i) any shares of any class of the Corporation, whether now or hereafter authorized; (ii) any warrants, rights, or options to purchase any such shares; or (iii) any securities or obligations convertible into any such shares or into warrants, rights, or options to purchase any such shares.
3. Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote at any meeting of shareholders, and the exclusive general voting power for all purposes shall be vested therein.
4. Except as otherwise required in these Articles as they may hereafter be amended, a merger, statutory share exchange, sale or other disposition of all or substantially all the Corporation's assets otherwise than in the usual and regular course of business, or an amendment to these Articles or dissolution, shall be approved by a majority of the votes entitled to be cast by each voting group that is entitled to vote on such transaction.

ARTICLE IV

The initial registered office shall be located at 951 East Byrd Street, Riverfront Plaza, East Tower, Richmond, Virginia 23219-4074 in the City of Richmond, and the initial registered agent

shall be W. Lake Taylor, Jr., who is a resident of Virginia, a member of the Virginia State Bar, and whose business address is the same as the address of the initial registered office.

ARTICLE V

The number of Directors constituting the Board of Directors shall be designated in the Corporation's Bylaws.

ARTICLE VI

1. In this Article:

"applicant" means the person seeking indemnification pursuant to this Article.

"expenses" includes counsel fees.

"liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

"proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

2. In any proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, no Director or officer of the Corporation shall be liable to the Corporation or its shareholders for monetary damages with respect to any transaction, occurrence or course of conduct, whether prior or subsequent to the effective date of this Article, except for liability resulting from such person's having engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities law.

3. The Corporation shall indemnify (i) any person who was or is a party to any proceeding, including a proceeding brought by a shareholder in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or (ii) any Director or officer who is or was serving at the request of the Corporation as a Director, trustee, partner or officer of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, against any liability incurred by him in connection with such proceeding unless he engaged in willful misconduct or a knowing violation of the criminal law. A person is considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. The Board of Directors is hereby empowered, by a majority vote of a quorum of disinterested Directors, to enter into a contract to indemnify any Director or officer in

respect of any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

4. The provisions of this Article shall be applicable to all proceedings commenced after the adoption hereof by the shareholders of the Corporation, arising from any act or omission, whether occurring before or after such adoption. No amendment or repeal of this Article shall have any effect on the rights provided under this Article with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article and shall promptly pay or reimburse all reasonable expenses, including attorneys' fees, incurred by any such Director, officer, employee or agent in connection with such actions and determinations or proceedings of any kind arising therefrom.

5. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in section 2 or 3 of this Article.

6. Any indemnification under section 3 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he has met the applicable standard of conduct set forth in section 3.

The determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding;

(b) If a quorum cannot be obtained under subsection (a) of this section, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding;

(c) By special legal counsel:

(i) Selected by the Board of Directors or its committee in the manner prescribed in subsection (a) or (b) of this section; or

(ii) If a quorum of the Board of Directors cannot be obtained under subsection (a) of this section and a committee cannot be designated under subsection (b) of this section, selected by majority vote of the full Board of Directors, in which selection Directors who are parties may participate; or

(d) By the shareholders, but shares owned by or voted under the control of Directors who are at the time parties to the proceeding may not be voted on the determination.

Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate, except that if the determination is made by special legal counsel, such evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this section 6 to select counsel.

Notwithstanding the foregoing, in the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Article shall be made by special legal counsel agreed upon by the Board of Directors and the applicant. If the Board of Directors and the applicant are unable to agree upon such special legal counsel the Board of Directors and the applicant each shall select a nominee, and the nominees shall select such special legal counsel.

7. (a) The Corporation may pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under section 6 if the applicant furnishes the Corporation:

(i) a written statement of his good faith belief that he has met the standard of conduct described in section 3; and

(ii) a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that he did not meet such standard of conduct.

(b) The undertaking required by paragraph (ii) of subsection (a) of this section shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Authorizations of payments under this section shall be made by the persons specified in section 6.

8. The Board of Directors is hereby empowered, by majority vote of a quorum consisting of disinterested Directors, to cause the Corporation to indemnify or contract to indemnify any person not specified in section 2 or 3 of this Article who was, is or may become a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in section 3. The provisions of sections 4 through 7 of this Article shall be applicable to any indemnification provided hereafter pursuant to this section 8.

9. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation.

partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

10. Every reference herein to Directors, officers, employees or agents shall include former Directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Article on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the Directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); *provided, however,* that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the Commonwealth of Virginia.

11. Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

February 23, 2001

The State Corporation Commission has found the accompanying articles submitted on behalf of
Lycos, Inc. (formerly Lycos Virginia, Inc.)
to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT AND RESTATEMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the
Commission, effective February 23, 2001, at 10:06 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

01-02-23-0503
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