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U.S.DEPARTMENTOFCOMMERCE
U.S.PatentandTrademarkOffice

TotheHonorableCommissionerofP ... aldocumentsorcopythereof.

1.Nameofconveyingparty(ies):
Ticketmaster Online-CitySearch, Inc.
3701 Wilshire Boulevard
Los Angeles, CA 90010

- [ ] Individual(s)
- [ ] Association
- [ ] GeneralPartnership
- [ ] LimitedPartnership
- [x] Corporation-State Delaware
- [ ] Other

Additionalname(s)ofconveyingparty(ies)attached? [ ] Yes [ ] No

2.Nameandaddressofreceivingparty(ies)

Name: Ticketmaster

Internal Address:

StreetAddress: 3701 Wilshire Boulevard

City: Los Angeles State: CA Zip: 90010

- [ ] Individual(s)citizenship
- [ ] Association
- [ ] GeneralPartnership
- [ ] LimitedPartnership
- [x] Corporation-State Delaware
- [ ] Other

IfassigneeisnotdomiciledintheUnitedStates,adomestic representativedesignationisattached: [ ] Yes [ ] No
(Designationsmustbeaseparatedocumentfromassignment)
Additionalname(s)&address(es)attached? [ ] Yes [ ] No

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3.Natureofconveyance:

- [ ] Assignment
- [ ] Merger
- [ ] SecurityAgreement
- [ ] ChangeofName
- [x] Other Certificate of Amendment

ExecutionDate: 1/31/01

4.Applicationnumber(s)orregistrationnumber(s):

A.TrademarkApplicationNo.(s)

B.TrademarkRegistrationNo.(s)
2,087,748 and 2,128,435

Additionalnumber(s)attached [ ] Yes [x] No

5.Nameandaddressofpartytowhomcorrespondence concerningdocumentshouldbemailed:

Name: Robert W. Sacoff

InternalAddress:
Pattishall, McAuliffe, Newbury, Hilliard & Geraldson

StreetAddress: 311 South Wacker Drive
Suite 5000

City: Chicago State: IL Zip: 60606

6.Totalnumberofapplicationsand registrationsinvolved: 2

7.Totalfee(37CFR3.41) $ 65.00

- [x] Enclosed
- [ ] Authorizedtobechargedtodepositaccount

8.Depositaccountnumber:
16-0650

(Attachduplicatecopyofthispageifpayingbydepositaccount)

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9.Statementandsignature.
Tothebestofmyknowledgeandbelief,theforegoinginformationistrueandcorrectandanyattachedcopyisatrue copyoftheoriginaldocument.

Anne C. Snyder — NameofPersonSigning
[signature] — Signature
March 20, 2002 — Date

Totalnumberofpagesincludingcoversheet,attachments,anddocument: 4

04/10/2002 DBYRNE 00000279 2087748
01 FC:481 40.00 OP
02 FC:482 25.00 OP

Maildocumentstoberecordedwithrequiredcoversheetinformationto:
CommissionerofPatent&Trademarks,BoxAssignments
Washington,D.C.20231

State of Delaware

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF WARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT OF THE CERTIFICATE OF AMENDMENT OF "TICKETMASTER INE-CITYSEARCH, INC.", CHANGING ITS NAME FROM "TICKETMASTER INE-CITYSEARCH, INC." TO "TICKETMASTER", FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE W CASTLE COUNTY RECORDER OF DEEDS.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0947767

DATE: 01-31-01

OF DELAWARE
ARY OF STATE
OF CORPORATIONS
00 AM 01/31/2001
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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 Pleasants
Title: CEO & President

Attest:

Name: Brad Sewin
Title: Secretary