

04-17-2002

OFFICE OF PUBLIC RECORDS

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TRA 102058271

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

1. Name of conveying party(ies): Lifeminders.com, Inc. (MD Corp.) 3-28-02
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies):
Name: Lifeminders.com, Inc. (DE Corp.)
Internal Address:

3. Nature of conveyance:
[] Assignment [X] Merger
[] Security Agreement [] Change of Name
[] Other

Street Address: 1013 Centre Rd.
City: Wilmington Country: Delaware ZIP: 19805

Additional name(s) & address(es) attached? [] Yes [X] No

Execution Date: August 9, 1999

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

2 357014

If this document is being filed together with a new application, the execution date of the application is

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Please see attached

Please see attached

Additional numbers attached? [X] Yes [] No

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

BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41):..... \$ 290.00
[] Check enclosed
[X] Authorized to be charged to deposit account

8. Deposit account number: 02-4270
(Attach duplicate copy of this page by deposit account)
Please charge any additional fees required, or credit any overpayment, to the above 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.

Susan C. Shin

[Signature]

3/28/02

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 8

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

04/16/2002 BYRNE 00000146 024270 2357014

01 FC:481 40.00 CH
02 FC:482 250.00 CH

List of Trademarks/Service Marks merged from Lifeminders.com, Inc. (MD Corp.)
to Lifeminders.com, Inc. (DE Corp.)

<u>Mark</u>	<u>Reg. No.</u>	<u>App. No.</u>	<u>Int'l Class</u>
CARCAREMINDER	2,357,014		39
CITYPAK		78/020,765	42
ENTERTAINMENTMINDER	2,262,432		9, 42
HOMECAREMINDER		75/612,092	42
HOMEMINDER	2,168,596		9
HOMEMINDER	2,275,915		42
MINDERSOFT	2,168,395		9
PERSONALMINDER	2,354,889		42
VALUMINDER		75/612,025	35
WEALTHMINDER	2,519,714		36
LIFEMINDERS AND EXCLAMATION POINT DESIGN		76/227,093	35, 42

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ARTICLES OF MERGER
of
LifeMinders.com, Inc.
(a Maryland corporation)
and
LifeMinders.com, Inc.
(a Delaware corporation)

1999 AUG 27 10 35

LifeMinders.com, Inc., a Maryland corporation (herein sometimes called "Merging Company"), and **LifeMinders.com, Inc.**, a Delaware corporation (herein sometimes called "Survivor"), hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: Merging Company and Survivor have agreed that Merging Company shall be merged into Survivor

SECOND: Survivor shall survive the merger described in these Articles (the "Merger") under the laws of the State of Delaware and shall continue under the name:

LifeMinders.com, Inc.

THIRD: The names of the corporations parties to the Merger are **LifeMinders.com, Inc.**, a Maryland corporation and **LifeMinders.com, Inc.**, a Delaware corporation. The Survivor was incorporated on July 2, 1999 under the general laws of the State of Delaware and is not qualified to do business in the State of Maryland.

FOURTH: The Charter and Bylaws of Survivor, in effect on the date of this Merger, shall continue in full force and effect as the Charter and Bylaws of the corporation surviving the Merger.

FIFTH: The principal office of Merging Company is located in Howard County, Maryland. Merging Company owns no properties in Maryland, the title to which could be

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affected by the recording of an instrument among the Land Records of Howard County or any county in Maryland.

SIXTH: The principal office of Survivor in its state of incorporation is located at 1013 Centre Road, Wilmington, Delaware 19805 and the name and address of Survivor's resident agent in ~~MARYLAND CSC-LAWYERS INCORPORATING SERVICE COMPANY~~
11 EAST GANSE ST. BALTIMORE, MD. 21202

SEVENTH: The total number of shares of stock of all classes which Merging Company has authority to issue is twenty six million eight hundred seventy three thousand two hundred forty seven (26,873,247) shares consisting of twenty million (20,000,000) shares of Common Stock, par value \$.01 per share, and six million eight hundred seventy three thousand two hundred forty seven (6,873,247) shares of Preferred Stock, par value \$.01 per share, of which 1,000,000 shares are designated Series A Convertible Preferred Stock, par value \$.01 per share, 1,000,000 shares are designated Series B Convertible Preferred Stock, par value \$.01 per share, 2,620,373 shares are designated Series C Convertible Preferred Stock, par value \$.01 per share, and 2,252,874 shares are designated Series D Convertible Preferred Stock, par value \$.01 per share. The aggregate par value of all authorized shares of all classes of Merging Company's capital stock is Two Hundred Sixty Eight Thousand Seven Hundred Thirty Two Dollars and Forty-seven Cents (\$268,732.47).

The total number of shares of stock of all classes which Survivor has authority to issue is twenty six million eight hundred seventy three thousand two hundred forty seven (26,873,247) shares consisting of twenty million (20,000,000) shares of Common Stock, par value \$.01 per share, and six million eight hundred seventy three thousand two hundred forty seven (6,873,247) shares of Preferred Stock, par value \$.01 per share, of which 1,000,000 shares are designated Series A Convertible Preferred Stock, par value \$.01 per share, 1,000,000 shares are designated Series B Convertible Preferred Stock, par value \$.01 per share, 2,620,373 shares are designated Series C Convertible Preferred Stock, par value \$.01 per share, and 2,252,874 shares are designated Series D Convertible Preferred Stock, par value \$.01 per share. The aggregate par value of all authorized shares of all classes of Survivor's capital stock is Two Hundred Sixty Eight Thousand Seven Hundred Thirty Two Dollars and Forty-seven Cents (\$268,732.47).

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EIGHTH: The manner and basis of converting the outstanding shares of Common Stock and Preferred Stock of Merging Company into shares of Common Stock and Preferred Stock of Survivor shall be as follows:

Upon the effective date of the Merger, each share of Common Stock and each share of Preferred Stock of Merging Company outstanding immediately prior to the Merger shall be converted into one share (1) of Common Stock and one share (1) of Preferred Stock of Survivor.

After the effective date of the Merger, each holder of an outstanding certificate or certificates theretofore representing shares of Common Stock and Preferred Stock of Merging Company shall surrender the same to Survivor and shall receive in exchange therefor a certificate or certificates representing shares of the latter's Common Stock and Preferred Stock into which the shares of Common Stock and Preferred Stock of Merging Company shall have been converted as above provided. Until so surrendered, each outstanding certificate for shares of Common Stock and Preferred Stock of Merging Company shall be deemed to evidence the ownership of shares of Common Stock and Preferred Stock of Survivor into which such shares of Common Stock and Preferred Stock of Merging Company shall have been converted and the holders thereof shall be entitled to notice and to vote such shares as if the certificates of Merging Company had been surrendered.

NINTH: Upon the effective date of the Merger, the separate existence of Merging Company shall cease and Survivor shall own and possess all of the property, rights, privileges and franchises of whatever nature and description of Merging Company without further act or deed. Notwithstanding the foregoing, confirmatory deeds or other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property, rights, privileges or franchises, may, at any time or from time to time, be made and delivered in the name of Merging Company by the last acting officers thereof, or by the corresponding officers of Survivor.

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Upon the effective date of the Merger, Survivor shall be liable for all the debts and obligations of Merging Company and any claim existing or action or proceeding pending by or against Merging Company may be prosecuted to judgment or decree as if the Merger had not taken place. The rights of creditors of Merging Company shall in no way be impaired by the Merger.

TENTH: The Board of Directors of Merging Company, adopted by unanimous written consent, effective as of July 29, 1999, resolutions declaring that the Merger was advisable and directing that the Merger be submitted for action thereon by the Stockholders of Merging Company. The Merger was approved, without a meeting and by unanimous written consent, effective as of July 29, 1999, by the Stockholders of Merging Company. By such actions, the Merger was duly advised by the Board of Directors and approved by the Stockholders of Merging Company in the manner and by the vote required by the laws of Maryland and the Charter of Merging Company.

The Board of Directors of Survivor adopted by unanimous written consent, effective as of July 29, 1999, resolutions declaring that the Merger was advisable and in the best interest of the Survivor. By such action the Merger was duly advised and approved by the Board of Directors of Survivor in the manner and by the vote required by the laws of Delaware and by the Charter of Survivor.


ELEVENTH: This Merger shall become effective in accordance with the laws of the State of Maryland when these Articles have been accepted for record by the State Department of Assessments and Taxation of Maryland.

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IN WITNESS WHEREOF, the corporations party to these Articles of Merger have caused these Articles to be signed in their respective corporate names and on their behalves by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant Secretaries, and each officer signing this document acknowledges it to be the corporate act of his or her respective corporation and that, to the best of his or her knowledge, information and belief, all matters and facts set forth herein with respect to the authorization and approval of the foregoing Articles are true in all material respects and that this verification is made under the penalties of perjury.

ATTEST:

**LifeMinders.com, Inc.,
a Maryland Corporation**



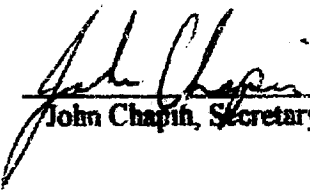
John Chapin, Secretary

By:  (SEAL)

Stephen R. Chapin, Jr., President

Dated: August 9, 1999

**LifeMinders.com, Inc.,
a Delaware Corporation**



John Chapin, Secretary

By:  (SEAL)

Stephen R. Chapin, Jr., President

Dated: August 9, 1999

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