



05-16-2002

U.S. Patent & TMOfo/TM Mail Rcpt. Dt. #40

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)		RECORDATIO TRADE		102102256		MENT OF COMMERCE t 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): <u>5-16-02</u> Ticketmaster Online-CitySearch, Inc. <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 _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				2. Name and address of receiving party(ies) Name: <u>Ticketmaster</u> Internal Address: _____ Street Address: <u>3701 Wilshire Boulevard</u> City: <u>Los Angeles</u> State: <u>CA</u> Zip: <u>90010</u> <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>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>			
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>January 23, 2001</u>				4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>2128435 and 2087748</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Robert W. Sacoff</u> Internal Address: <u>Pattishall McAuliffe Newbury Hilliard & Geraldson</u> Street Address: <u>311 South Wacker Drive</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60606</u>							
6. Total number of applications and registrations involved: 2				7. Total fee (37 CFR 3.41).....\$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account			
8. Deposit account number: <u>16-0650</u>				DO NOT USE THIS SPACE			
9. Signature. <u>Janet Shih Hajek</u> <u>Janet Shih Hajek</u> <u>5/16/02</u> 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

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02 FC:482 25.00 CH

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State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TICKETMASTER ONLINE-CITYSEARCH, INC.", CHANGING ITS NAME FROM "TICKETMASTER ONLINE-CITYSEARCH, INC." TO "TICKETMASTER", FILED IN THIS OFFICE ON 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 NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0947767
DATE: 01-31-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/31/2002
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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

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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 on this 23rd day of January, 2001.

Name: John D. ...
 Title: CEO & President

Attest:

Name: Brad K. ...
 Title: Secretary