

06-19-2002



the attached original documents or copy

To the Honorable Commissioner of F
thereof.

102126620

1. Name of conveying party(ies):

Amazing Media, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Effective Date: July 20, 2000

2. Name and address of receiving party(ies):

Name: Amazing Media, Inc.

Internal Address: _____

Street Address: 3951 Pender Drive
City: Fairfax State: VA ZIP 22030

- 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

(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

76/080,367

76/080,365

B. Trademark Registration No.(s)
Trademark Registration No.(s)

2,498,045

2,498,044

Additional numbers attached? Yes No

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

Name: Peter J. Willsey, Esq.

Internal Address: Cooley Godward LLP

Street Address: One Freedom Square
Reston Town Center
11951 Freedom Drive
City: Reston State: VA ZIP 20190-5656

6. Total number of applications and registration involved: (4) four

7. Total fee (37 CFR 3.41): \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3118

(Attach duplicate copy of this page if paying by 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.

Peter J. Willsey
Peter J. Willsey

June 13, 2002
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

06/18/2002 LMUELLER 00000261 76000367

01 FC:481 40.00 OP
02 FC:482 75.00 OP

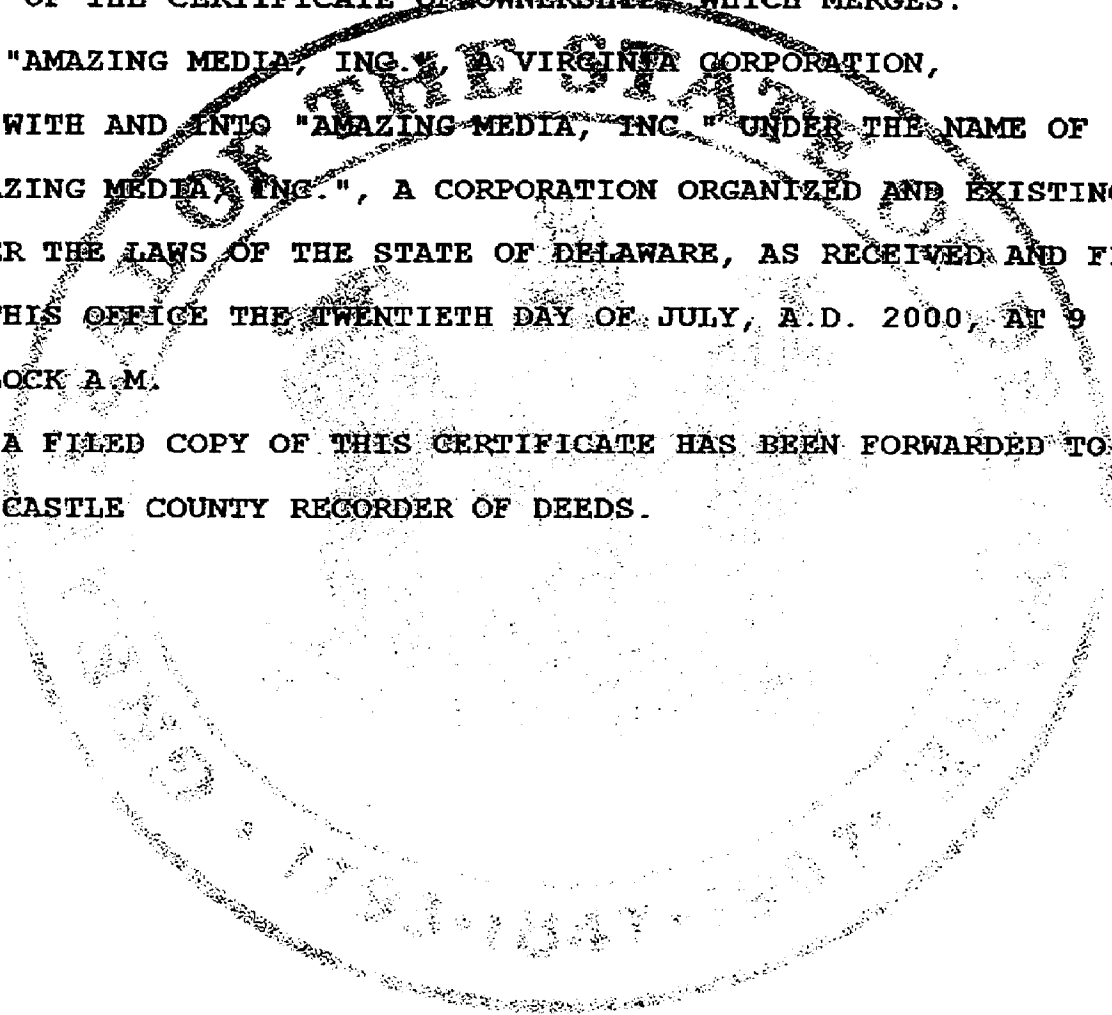
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Office of the Secretary of State

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:

"AMAZING MEDIA, INC., A VIRGINIA CORPORATION, WITH AND INTO "AMAZING MEDIA, INC." UNDER THE NAME OF "AMAZING MEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

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

3247535 8100M
001366946

AUTHENTICATION: 0571354
DATE: 07-20-00

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
AMAZING MEDIA, INC.,
a Virginia Corporation**

Pursuant to Section 253 of the Delaware General Corporation Law, **AMAZING MEDIA, INC.**, a corporation organized and existing under and by virtue of the laws of the Commonwealth of Virginia,

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Virginia Stock Corporation Act.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Amazing Media, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

THIRD: The Board of Directors of Amazing Media, Inc., a Virginia corporation, has adopted the resolutions attached as *Exhibit A* hereto approving the Agreement and Plan of Merger and the merger of Amazing Media, Inc., a Virginia corporation, with and into Amazing Media, Inc., a Delaware corporation, as of June 21, 2000.

FOURTH: The name of the surviving corporation shall be Amazing Media, Inc., a Delaware corporation.

FIFTH: The Certificate of Incorporation of Amazing Media, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors and Shareholders of Amazing Media, Inc., a Virginia corporation, in accordance with the laws of the Commonwealth of Virginia and has been adopted, approved, certified, executed and acknowledged by the Board of Directors of Amazing Media, Inc., a Delaware corporation, in accordance with the General Corporation Law of the State of Delaware.

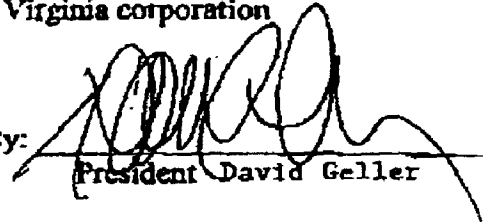
SEVENTH: An executed copy of the Plan of Merger is on file at the office of Amazing Media, Inc., the surviving corporation, located at 3951 Pender Drive, Suite 105, Fairfax, VA 20030, and a copy of such agreement will be furnished, without cost, at the request of any stockholder of the constituent corporations.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF Amazing Media, Inc., a Virginia corporation, has caused this certificate to be signed by its duly authorized representative as of June 21, 2000.

AMAZING MEDIA, INC.
a Virginia corporation

By:



President David Geller

ATTEST:



Secretary
Michael Marziano

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
AMAZING MEDIA, INC.**

Pursuant to § 13.1-685 of the Virginia Stock Corporation Act, the undersigned, being all of the directors of AMAZING MEDIA, INC., a Virginia Company (the "Company"), do hereby waive the requirement of notice and, in lieu thereof, adopt the following resolutions by unanimous written consent as of this 21st day of June, 2000:

F-REORGANIZATION

WHEREAS, the Company's Board of Directors has determined that it is in the best interests of the Company and its shareholders to reorganize the Company in Delaware, and in order to do so, to form AMAZING MEDIA, INC., a Delaware Company ("*Amazing Media-DE*") a wholly-owned subsidiary of the Company, and to recommend to the Company's shareholders that they approve the merger of the Company with and into the Amazing Media-DE (the "*Merger*") in accordance with that certain Agreement and Plan of Reorganization attached hereto as *Exhibit A* (the "*Plan*");

WHEREAS, the Merger is intended to qualify as a tax free re-organization under Section 368 (a)(1)(F) of the Internal Revenue Code; and

WHEREAS, in connection with the Merger, the Board of Directors have been presented with Articles of Merger, substantially in the form attached hereto as *Exhibit B*.

RESOLVED, that the Company enter into the Plan, substantially in the form presented to the Board of Directors, with such changes and modifications therein as the officers executing the same shall approve (such approval to be conclusively evidenced by such officer's execution thereof), and that the appropriate officers of the Company be and hereby are authorized and directed to execute and deliver the Plan and to take all actions that they may deem necessary and appropriate in connection therewith;

RESOLVED, that the officers of the Company are hereby authorized and directed to take all necessary actions to (i) form Amazing Media-DE by filing the Certificate of Incorporation, attached hereto as *Exhibit C*, with the Delaware Secretary of State; (ii) subscribe for one (1) share of the Common Stock of Amazing Media-DE; and (iii) take all action on behalf of the Company, as sole stockholder of Amazing Media-DE, necessary to consent to and approve the Merger;

RESOLVED, that the terms of the Merger be submitted to the Company's shareholders for their approval in accordance with the applicable provisions of the Virginia Stock Corporation Act;

RESOLVED, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock, each warrant to purchase common stock and each option to purchase common stock of the Company issued and outstanding immediately prior thereto, shall by virtue of the Merger be converted into and exchanged for fully paid and nonassessable shares of capital stock, warrants and options of Amazing Media-DE, on a two-for-one basis, as set forth on *Exhibit D* hereto;

RESOLVED, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of Amazing Media-DE issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Amazing Media-DE, or the holder of such share(s), be canceled and returned to the status of authorized but unissued shares;

RESOLVED, that effective upon the filing of the Articles of Merger with the Virginia State Corporation Commission the existence of the Company shall cease, and

RESOLVED, that the officers of the Company be and hereby are authorized and directed to execute, deliver, perform, file and record all such documents or instruments and take all such actions as such officers in their discretion may deem necessary or desirable in connection with the foregoing resolutions in order to consummate the intents and purposes thereof.

[SIGNATURE PAGE FOLLOWS]

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