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Commissioner for Trademarks: Please record the attached copies of an original document.

1. Name of conveying party:
Lycoslabs, Inc.

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation—State
 Other _____

Additional name(s) attached? Yes No

6-4-02

2. Name and address of receiving party:
Lycos, Inc.
400-2 Totten Pond Road
Waltham, MA 02451

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation—State Virginia
 Other _____

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other:
 Execution Date: effective July 18, 2001

If the assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

Additional names/addresses attached? Yes No

4. Application number(s) or trademark number(s):
 A. Trademark Application No(s):
76/154383

B: Trademark No(s):

Additional numbers attached? Yes No

5. Name/address of party to whom correspondence concerning document should be mailed:
 TIMOTHY A. FRENCH, ESQ.
 MERTON E. THOMPSON, IV
 Fish & Richardson P.C.
 225 Franklin Street
 Boston, Massachusetts 02110-2804

6. Total number of applications involved: 1

7. Total fee (37 CFR §3.41): \$40
 Enclosed
 Authorized to charge Deposit Account.

8. Deposit Account No.: 06-1050
 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.

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
 Name of Person Signing

Signature

June 11, 2002
 Date

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

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06/27/2002 DBYRME 00000280 76154383
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CERTIFICATE OF MAILING BY EXPRESS MAIL Express Mail Label No. EL 932075605 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 of Patents and Trademarks, BOX ASSIGNMENTS, Washington, D.C. 20231

6/11/02 Leroy Jenkins
 Date of Deposit Signature Typed Name of Person Signing Certificate

TRADEMARK
REEL: 002533 FRAME: 0393

MAS



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 OWNERSHIP, WHICH MERGES:

"LYCOSLABS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "LYCOS, INC." UNDER THE NAME OF "LYCOS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JULY, A.D. 2001, AT 3 O'CLOCK P.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

AUTHENTICATION: 1250914

DATE: 07-19-01

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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

July 18, 2001

The State Corporation Commission finds the accompanying articles submitted on behalf of

Lycos, Inc.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

LYCOS LABS, INC. (A DE CORP NOT QUALIFIED IN VA)

is merged into Lycos, Inc., which continues to exist under the laws of VIRGINIA with the name
Lycos, Inc.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on July 18, 2001. at 5:00 p.m.

STATE CORPORATION COMMISSION

By 

Commissioner

MERGACPT
CIS0352
01-07-18-0504

ARTICLES OF MERGER

MERGING

LYCOS LABS, INC.,
a Delaware corporation

WITH AND INTO

LYCOS, INC.,
a Virginia corporation

Pursuant to Sections 13.1-719, 13.1-720 and 13.1-722 of the Virginia Stock Corporation Act (the "VSCA"), Lycos, Inc., a Virginia corporation (the "Surviving Corporation"), hereby executes the following articles of merger and sets forth:

I.

The Plan of Merger (the "Plan"), attached hereto as Exhibit A and made a part hereof, provides for the merger (the "Merger") of Lycos Labs, Inc., a Delaware corporation (the "Merged Corporation"), with and into the Surviving Corporation. The Plan constitutes the "plan of merger" for purposes of Article 12 of the VSCA.

II.

The sole director of the Surviving Corporation approved and adopted the Plan by written consent, effective as of July 2, 2001. The Surviving Corporation owns all of the issued and outstanding shares of capital stock of the Merged Corporation. Pursuant to Section 13.1-719 of the VSCA and Section 253 of the Delaware General Corporation Law (the "DGCL"), no approval of the Merger by the shareholders of either the Surviving Corporation or the Merged Corporation was required.

III.

The Merger is permitted by the DGCL under whose laws the Merged Corporation is incorporated. The Merged Corporation has complied with the DGCL in effecting the Merger.

IV.

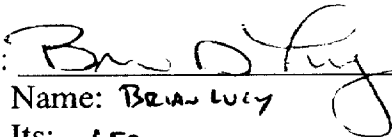
Pursuant to Section 13.1-606 of the VSCA, the effective time and date of the Merger shall be 5:00 p.m., on July 3, 2001.

[Signature page follows.]

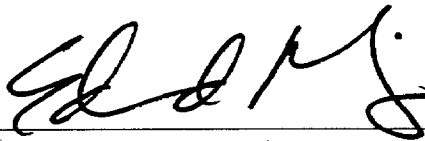
IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed in their respective corporate names by an officer thereunto duly authorized as of the date written below.

Dated: July 2, 2001

LYCOS, INC.

By: 
Name: BRIAN LUCY
Its: CFO

LYCOS LABS, INC.

By: 
Name: EDWARD PHILIP
Its: PRESIDENT

**PLAN OF MERGER
BETWEEN
LYCOS LABS, INC.
AND
LYCOS, INC.**

1. Merger. Subject to the terms and conditions of the Agreement and Plan of Merger (the "Agreement"), dated as of July 2, 2001, between Lycos Labs, Inc., a Delaware corporation (the "Company"), and Lycos, Inc., a Virginia corporation ("Lycos"), the Company shall, upon the effective time and date set forth in the Articles of Merger to be filed with the State Corporation Commission of the Commonwealth of Virginia and the Certificate of Merger to be filed with the Secretary of the State of Delaware (such time being referred to herein as the "Effective Time"), be merged (the "Merger") with and into Lycos. Lycos shall be the Surviving Corporation (the "Surviving Corporation") in the Merger and shall continue its corporate existence under the laws of the Commonwealth of Virginia. Upon consummation of the Merger, the separate corporate existence of the Company shall cease.

2. Effects of the Merger. The Merger shall have the effects set forth in Section 13.1-721 of the Virginia Stock Corporation Act (the "VSCA") and Section 259 of the Delaware General Corporation Law.

3. Manner and Basis of Converting Interests. At the Effective Time, each share of common stock of the Merged Company issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

4. Modifications and Termination. Subject to the limitations of Section 13.1-718 of the VSCA, this Plan of Merger may be amended, modified or abandoned at any time prior to the Effective Time by action of the Board of Directors each of the parties hereto.