

09-05-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RE



102211749

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Planetout Corporation

09-03-02

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

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

2. Name and address of receiving party(ies)

Name: Online Partners.com, Inc.

Internal Address:

Street Address: 995 Market Street, 14th Floor

City: San Francisco State: CA Zip: 94103

- 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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 31, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,880,544 2,045,005 2,417,547 2,081,759 2,091,922

Additional number(s) attached Yes No

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

Name: Lisa M. Greenwald

Internal Address: Cooley Godward LLP

Street Address: One Maritime Plaza, 20th Floor

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41): \$ 140.00

- 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)

OFFICE OF PUBLIC RECORDS 2002 SEP -3 AM 9:44 FINANCE SECTION

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.

Name of Person Signing

Signature

Date

8-21-02

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

5

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

2002 BYRME 10000006 1880544 40.00 DP 100.00 DP

# Delaware

PAGE 1

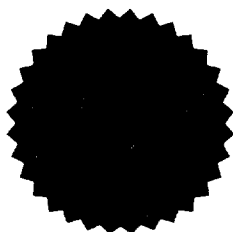
*The First State*

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 MERGER, WHICH MERGES:

"KLEPTOMANIAC.COM, INC.", A CALIFORNIA CORPORATION,

"PLANETOUT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ONLINE PARTNERS.COM, INC." UNDER THE NAME OF "ONLINE PARTNERS.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2811624 8100M

AUTHENTICATION: 1912145

020486649

DATE: 07-31-02  
TRADEMARK

REEL: 002575 FRAME: 0303

PLANETOUT CORPORATION  
a Delaware corporation

# 2011952

and

KLEPTOMANIAC.COM, INC.  
a California corporation

INTO

ONLINE PARTNERS.COM, INC.  
a Delaware corporation

2811624

**CERTIFICATE OF MERGER**

**OF**

**PLANETOUT CORPORATION**  
a Delaware corporation

**and**

**KLEPTOMANIAC.COM, INC.**  
a California corporation

**INTO**

**ONLINE PARTNERS.COM, INC.**  
a Delaware corporation

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**Pursuant to Section 252 of the  
General Corporation Law of the State of Delaware**

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The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<b>Name</b>	<b>State of Incorporation</b>
PlanetOut Corporation	Delaware
Kleptomaniac.com, Inc.	California
Online Partners.com, Inc.	Delaware

2. An Agreement and Plan of Merger dated as of December 31, 2001 (the "Merger Agreement"), setting forth the terms and conditions of the merger of PlanetOut Corporation and Kleptomaniac.com, Inc. with and into Online Partners.com, Inc. (the "Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Online Partners.com, Inc. (the "Surviving Corporation").

4. The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of Online Partners.com, Inc. in effect immediately prior to the effective time of the Merger.


5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 995 Market Street, 15<sup>th</sup> Floor, San Francisco, CA 94103.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

7. That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the surviving corporation, Online Partners.com, Inc., has caused this Certificate of Merger to be executed in its corporate name this 31<sup>st</sup> day of December, 2001.

**ONLINE PARTNERS.COM, INC.,**  
a Delaware corporation

By: 

Title: CEO  
Jeff Soukup, Chief Financial Officer

# Delaware

PAGE 1

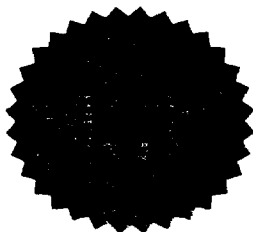
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"PLANETOUT CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "ONLINE PARTNERS.COM, INC." UNDER THE NAME OF "ONLINE PARTNERS.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



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DATE: 07-31-02

TRADEMARK

REEL: 002575 FRAME: 0307

PLANETOUT CORPORATION  
a Delaware corporation

# 2611952

and

KLEPTOMANIAC.COM, INC.  
a California corporation

INTO

ONLINE PARTNERS.COM, INC.  
a Delaware corporation

2811624

**CERTIFICATE OF MERGER**

**OF**

**PLANETOUT CORPORATION**  
a Delaware corporation

**and**

**KLEPTOMANIAC.COM, INC.**  
a California corporation

**INTO**

**ONLINE PARTNERS.COM, INC.**  
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Kleptomaniac.com, Inc.	California
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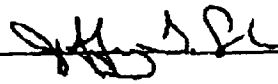
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ONLINE PARTNERS.COM, INC.,  
a Delaware corporation

By: 

Title: CEO  
Jeff Soukup, Chief Financial Officer