

10-18-2002



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

U.S. DEPARTMENT OF COMMERCE
U.S. Patent 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):

Medscape, Inc.

10-15-02

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

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

2. Name and address of receiving party(ies)

Name: Medscape (Del.), Inc.

Internal

Address:

Street Address: 134 West 29th Street

City: New York State: NY Zip: 10001

- 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 29, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1978357,

1978350, 2069424, 2075218

Additional number(s) attached Yes No

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

Name: Ginabeth B. Hutchison

Internal Address: Alston & Bird LLP

Street Address: 1201 W. Peachtree Street

City: Atlanta State: GA Zip: 30309-3424

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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2002 OCT 15 PM 2:50
FINANCE SECTION

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9. Signature.

~~Ginabeth B. Hutchison~~
Name of Person Signing

Ginabeth B. Hutchison
Signature

10/8/02
Date

Total number of pages including cover sheet, attachments, and document: 7

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01 FC:8521
02 FC:8522

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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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CERTIFICATE OF MERGER

CT-07

CT-07

OF
MEDSCAPE, INC.

INTO
MEDSCAPE (DEL.), INC.

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW.

We, the undersigned Paul T. Sheils and Stephen E. Smith, being respectively the President and the Secretary of Medscape, Inc. and Medscape (Del.), Inc. hereby certify:

1. (a) The name of each constituent corporation is as follows:

Medscape, Inc.

Medscape (Del.), Inc.

This is a parent-sub subsidiary merger whereby Medscape, Inc. will merge with and into Medscape (Del.), Inc., its wholly owned subsidiary.

(b) The name of the surviving corporation is Medscape (Del.), Inc.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Medscape, Inc.

Designation	Number of Shares	
	Outstanding	Voting
Preferred Stock, Series A	788,200	One Vote Per Share
Preferred Stock, Series B	None	
Preferred Stock, Series C	2,517,536	One Vote Per Share
Class A Common Stock	431,690	One Vote Per Share
Class B Common Stock	2,302,184	None

CT-07

CT-07

Medscape (Del.), Inc.

<u>Designation</u>	<u>Number of Shares Outstanding</u>	<u>Voting</u>
Preferred Stock, Series A	None	One Vote Per Share
Preferred Stock, Series B	None	-----
Preferred Stock, Series C	None	One Vote Per Share
Class A Common Stock	100	One Vote Per Share
Class B Common Stock	None	None

3. The Certificate of Incorporation of Medscape (Del.), Inc. will become the Certificate of Incorporation of the surviving corporation.

4. The date when the certificate of incorporation of each constituent corporation was filed with the Department of State is as follows:

<u>NAME OF CORPORATION</u>	<u>DATE OF INCORPORATION</u>
Medscape, Inc., a New York corporation	March 25, 1996
Medscape (Del.), Inc., a Delaware corporation	August 25, 1998

Medscape (Del.), Inc. has not filed an application for authority with the New York Secretary of State and it will not conduct business until it files the application for authority.

5. The merger was adopted by each constituent corporation in the following manner:

As to Medscape, Inc., by the written consent of the stockholders constituting a majority of each series of outstanding preferred stock and each class of outstanding common stock and a majority of all series and classes voting as a single class.

Medscape (Del.), Inc. has complied with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by written consent of the sole director.

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6. The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability of or obligation of Medscape, Inc. or Medscape (Del.), Inc., previously amenable to suit in the State of New York.

7. The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York (the "Business Corporation Law"), it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

8. Each of the constituent corporations hereby certifies that all fees and taxes (including penalties and interest) administered by the department of taxation and finance which are then due and payable by each constituent domestic corporation have been paid and that a cessation franchise tax report through the anticipated date of the merger (or consolidation), has been filed by each constituent domestic corporation and the surviving corporation hereby agrees that it will within thirty days after the filing of the certificate of merger (or consolidation) file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by each constituent domestic corporation.

9. The Secretary of State of the State of New York is designated as the surviving corporation's agent upon whom process against the surviving corporation may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law, in any action or special proceeding, and the Secretary of State shall mail a copy of any process against the surviving corporation served upon him to the following address:

Medscape, Inc.
134 West 29th Street
New York, New York 10001-5304
Attention: President

10. The merger shall be effective upon filing.

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IN WITNESS WHEREOF, we have executed this certificate on the 27th day of December, 1998 and we affirm the statements contained therein as true under penalties of perjury.

MEDSCAPE, INC.

[CORPORATE SEAL]

By: Paul T. Sheils
Name: Paul T. Sheils
Title: President

By: Stephen E. Smith
Name: Stephen E. Smith
Title: Secretary

MEDSCAPE (DEL.), INC.

[CORPORATE SEAL]

By: Paul T. Sheils
Name: Paul T. Sheils
Title: President

By: Stephen E. Smith
Name: Stephen E. Smith
Title: Secretary

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CT-07

CERTIFICATE OF MERGER
OF
MEDSCAPE, INC.
INTO
MEDSCAPE (DEL.), INC.

(1)

UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

FILED

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DECHERT PRICE AND RHOADS
30 ROCKEFELLER PLAZA
NEW YORK, NY 10112

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