

12-04-2002



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

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

102300572

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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):
Distributed System Architects, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Virginia

Other _____

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

2. Name and address of receiving party(ies)
**Ticketmaster Direct Software
 Acquisitions, Inc.**

3701 Wilshire Boulevard

Los Angeles, CA 90010

3. Nature of Conveyance

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/8/98

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

TRADEMARK RECEIVED
 2002 NOV - 8 P 4: 27
 US PATENT & TRADEMARK OFFICE
 TRADEMARK FEE PROCESS

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
2,050,596

Additional number(s) attached Yes No

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

Name: Robert W. Sacoff
Pattishall, McAuliffe, Newbury,
 Internal Address: Hilliard & Geraldson

Street Address: 311 South Wacker Drive
Suite 5000

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:..... 1

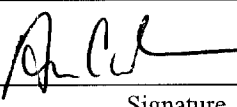
7. Total fee (37 CFR 3.41)..... \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
16-0650

DO NOT USE THIS SPACE

9. Signature.

Anne C. Snyder  November 4, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 18

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

12/03/2002 6TDM11 00000115 2050596

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40.00 OP

TRADEMARK
 REEL: 002627 FRAME: 0544

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A

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 MERGER, WHICH MERGES:

"DISTRIBUTED SYSTEM ARCHITECTS, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC." UNDER THE NAME OF "TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

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

2839601 8100M

981497586

AUTHENTICATION:

9482943

DATE:

12-23-98

CERTIFICATE OF MERGER

OF

DISTRIBUTED SYSTEM ARCHITECTS, INC.

INTO

TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Distributed System Architects, Inc.	Virginia
Ticketmaster Direct Software Acquisitions, Inc.	Delaware

SECOND: That an agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Ticketmaster Direct Software Acquisitions, Inc.

FOURTH: That the Certificate of Incorporation of Ticketmaster Direct Software Acquisitions, Inc., a Delaware corporation, which will survive the merger shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed agreement and plan of merger is on file at the principal place of business of the surviving

corporation, the address of which is 3701 Wilshire Boulevard, Los Angeles, California 90010.

SIXTH: That 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.

SEVENTH: The authorized capital stock of Distributed System Architects, Inc. consists of 2,500 shares of class A common stock, \$1.00 par value, and 2,500 shares of class B common stock, \$1.00 par value.

EIGHTH: The agreement and plan of merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at the close of business of December 31, 1998.

IN WITNESS WHEREOF, the undersigned have executed this
Certificate this 8th day of December, 1998.

TICKETMASTER DIRECT SOFTWARE
ACQUISITIONS, INC.

By: 

Name: Norman J. Gañtz

Title: Secretary

C:\56862\7263N\0121\015

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 31, 1998

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

TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC. (A DE CORPORATION NOT QUALIFIED IN VA)

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:

DISTRIBUTED SYSTEM ARCHITECTS, INC.

is merged into TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC. (A DE CORPORATION NOT QUALIFIED IN VA), which continues to exist under the laws of DELAWARE with the name TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC. (A DE CORPORATION NOT QUALIFIED IN VA). The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on December 31, 1998.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
98-12-29-0160

ARTICLES OF MERGER

OF

DISTRIBUTED SYSTEM ARCHITECTS, INC.

AND

TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC.

To State Corporation Commission
Commonwealth of Virginia

Pursuant to provisions of the Virginia Stock Corporation Act (the "Act") governing the merger of a domestic corporation with and into a foreign corporation, the foreign corporation hereinafter named does hereby submit the following articles of merger.

1. The names of the merging corporations are Distributed System Architects, Inc. ("DSA"), which is a corporation organized under the laws of the Commonwealth of Virginia, and Ticketmaster Direct Software Acquisitions, Inc. (the "Surviving Corporation"), which is corporation organized under the laws of the State of Delaware.

2. Annexed hereto and made a part hereof is Agreement and Plan of Merger (the "Plan of Merger") for merging DSA with and into the Surviving Corporation as approved by resolution of the Boards of Directors of DSA and the Surviving Corporation.

3. The Plan of Merger was adopted by the written consent of the sole shareholder of DSA pursuant to the provisions of Section 13.1-657 of the Act.

4. The laws of the jurisdiction of organization of the Surviving Corporation permit the merger of a corporation authorized by law to issue shares of another jurisdiction with and into a corporation authorized by law to issue shares of the jurisdiction of organization of the Surviving Corporation; and the merger of DSA with and into the Surviving Corporation is in compliance with the laws of the jurisdiction of the Surviving Corporation.

5. The Surviving Corporation does hereby appoint the Clerk of the State Corporation Commission of the Commonwealth of Virginia as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of DSA, and does hereby agree that it will promptly pay to the dissenting shareholders of DSA the amount, if any, to which they are entitled under the provisions of Article 15 of the Act.

6. The effective time and date of the merger of DSA into the Surviving Corporation in the Commonwealth of Virginia shall be at the close of business on December 31, 1998.

Executed on December 8, 1998.

DISTRIBUTED SYSTEM ARCHITECTS, INC.

By: 

Name: Norman J. Gantz

Title: Secretary

TICKETMASTER DIRECT SOFTWARE
ACQUISITIONS, INC.

By: 

Name: Norman J. Gantz

Title: Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 17th day of December, 1998, by and among Ticketmaster Direct Software Acquisitions, Inc., a Delaware corporation (hereinafter sometimes referred to as "TM-DSA" or "**Surviving Corporation**"), and Distributed System Architects, Inc., a Virginia corporation (hereinafter sometimes referred to as "DSA"), said corporations hereinafter sometimes referred to collectively as "**Constituent Corporations**".

W I T N E S S E T H:

WHEREAS, TM-DSA is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, TM-DSA has an authorized capital stock of One Thousand (1,000) shares of common stock, no par value, of which One Hundred (100) shares are now issued and outstanding; and

WHEREAS, DSA is a corporation organized and existing under the laws of the State of Virginia; and

WHEREAS, DSA has an authorized capital stock of Two Thousand Five Hundred (2,500) shares of A Common stock, \$1.00 par value, and Two Housand Five Hundred (2,500) shares of B Common stock, \$1.00 par value, of which Two Thousand (2,000) shares A Common stock are now issued and outstanding; and

WHEREAS, DSA is a wholly owned subsidiary of TM-DSA; and

WHEREAS, the respective boards of directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of Constituent Corporations and their respective stockholders/shareholders that DSA be merged into the Surviving Corporation, effective as of the close of business on December 31, 1998; and

WHEREAS, the respective boards of directors and stockholders/shareholders of the Constituent Corporations have each approved this Agreement and Plan of Merger in its entirety.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, DSA and the Surviving Corporation do hereby agree each with the other, as follows:

1. Preamble: All of the foregoing preamble is hereby made an integral part hereof as though set forth at length herein.

2. Terms of Merger: Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C):

A. DSA shall be, and hereby is, merged into the Surviving Corporation, all in accordance with the applicable provisions of the laws of the State of Delaware and the State of Virginia. The name of the Surviving Corporation shall be "TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC.", and it is and shall remain governed by the laws of the State of Delaware.

B. The separate existence of DSA shall cease, except to the extent provided by the laws of the State of Delaware and the State of Virginia in the case of a corporation after its merger into another corporation.

C. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in any of the Constituent Corporations shall not otherwise revert or be in any way impaired by reason of the merger.

D. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger.

3. Capital Structure of Surviving Corporation and Basis of Exchange: Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C), the capital structure of the Surviving Corporation shall be as follows:

A. The shares of common stock, no par value, of TM-DSA theretofore authorized, whether issued or unissued, shall remain unchanged and shall be deemed to be shares of common stock, no par value, of the Surviving Corporation.

B. Given that DSA is wholly-owned by TM-DSA there shall be no exchange or conversion of the shares of common stock of DSA for or into shares of common stock of the Surviving Corporation. At the time the merger becomes effective, all of the issued shares of common stock of DSA shall be deemed cancelled without consideration, and all outstanding certificates which prior thereto represented shares of common stock of DSA shall be surrendered to the Surviving Corporation.

4. Surviving Corporation:

A. Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C), the Certificate of Incorporation of TM-DSA in force at the effective date of the merger shall remain and be the Certificate of Incorporation of the Surviving Corporation until the same shall be altered or amended as provided by law. Said merger shall effect no change in the Surviving Corporation's by-laws.

B. The Surviving Corporation shall be and remain governed by the laws of the State of Delaware.

C. The registered office of the Surviving Corporation in the State of Delaware shall be located at 1013 Centre Road, Wilmington, DE 19805, and its Registered Agent at said address shall be Corporation Service Company.

D. The persons who are respectively the officers and directors of TM-DSA on the effective date of the merger shall be and remain and continue to be the respective officers and directors of the Surviving Corporation; such officers and directors shall hold office at the pleasure of the board of directors and/or until the first annual meeting of the shareholders of the Surviving Corporation after the effective date of the merger, as the case may be, and until their respective successors are elected or appointed in the manner provided in the by-laws of the Surviving Corporation.

5. Manner of Approval and Effective Date:

A. Each of the Constituent Corporations have taken, or caused to be taken, all actions, and have done, or caused to be done, all things necessary, proper, and advisable, under the laws of the State of Delaware and the State of Virginia to consummate and make effective the merger, and, to that end, have submitted this Agreement and Plan of Merger to their respective directors and stockholders/shareholders for approval and consent as provided by law, and have received on the date of this Agreement and Plan of Merger, the unanimous vote, consent, and approval in writing of their respective directors and stockholders/shareholders in favor of this Agreement and Plan of Merger, and to the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of each of the Constituent Corporations, all without further action by either directors or stockholders/shareholders.

B. Based upon and following the said approval and consent to this Agreement and Plan of Merger by the directors and stockholders/shareholders of the Constituent Corporations, said Corporations acting through their appropriate officers shall cause this Agreement and Plan of Merger and the Certificate of Merger, as required by the law of the State of Delaware and the State of Virginia, to be executed and filed with the Secretaries of State of the State of Delaware and the State of Virginia.

C. The merger shall become effective as of the close of business on December 31, 1998.

6. Miscellaneous:

A. The Surviving Corporation shall pay all expenses in connection with the filing of the Certificate of Merger provided for herein.

B. If, at any time, the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary, required, or desirable to vest or to perfect or to convert of record in the Surviving Corporation the title to any property or rights of DSA, or to otherwise carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of DSA, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary, required, or proper to vest, perfect, or convert title and ownership to such property or rights in the Surviving Corporation, and otherwise carry out the provisions of this Agreement and Plan of Merger.

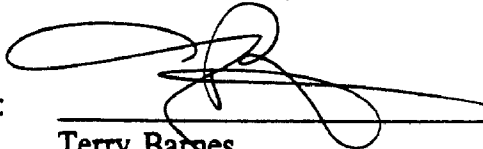
C. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions by their respective boards of directors, at any time prior to the effective date of merger.

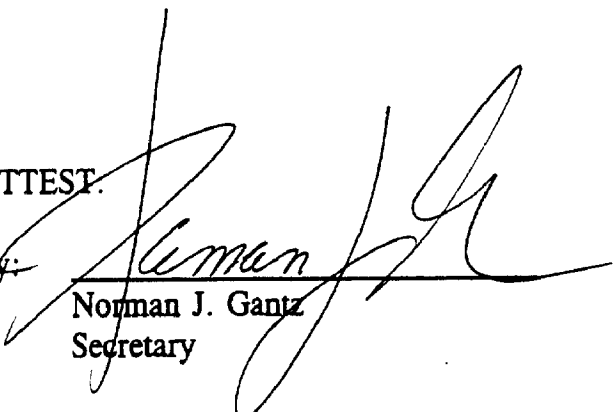
D. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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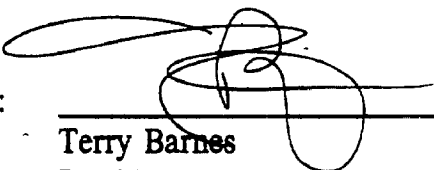
IN WITNESS WHEREOF, TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC. and DISTRIBUTED SYSTEM ARCHITECTS, INC., pursuant to the authority given by their respective boards of directors and stockholders/shareholders, have each caused this Agreement and Plan of Merger to be signed by an authorized officer and attested to, all as of the day and year first above written.

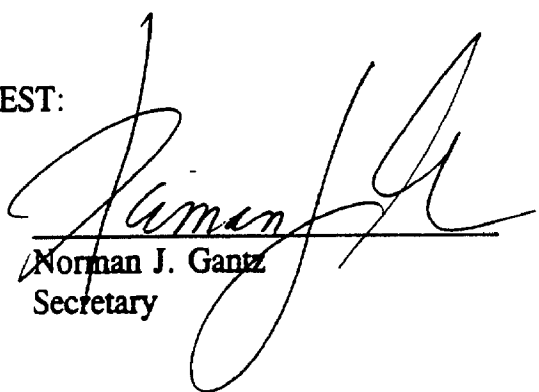
TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC., a Delaware corporation

By: 
Terry Barnes
President

ATTEST:
By: 
Norman J. Gantz
Secretary

DISTRIBUTED SYSTEM ARCHITECTS, INC., a Virginia corporation

By: 
Terry Barnes
President

ATTEST:
By: 
Norman J. Gantz
Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 17th day of December, 1998, by and among Ticketmaster Direct Software Acquisitions, Inc., a Delaware corporation (hereinafter sometimes referred to as "TM-DSA" or "Surviving Corporation"), and Distributed System Architects, Inc., a Virginia corporation (hereinafter sometimes referred to as "DSA"), said corporations hereinafter sometimes referred to collectively as "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, TM-DSA is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, TM-DSA has an authorized capital stock of One Thousand (1,000) shares of common stock, no par value, of which One Hundred (100) shares are now issued and outstanding; and

WHEREAS, DSA is a corporation organized and existing under the laws of the State of Virginia; and

WHEREAS, DSA has an authorized capital stock of Two Thousand Five Hundred (2,500) shares of A Common stock, \$1.00 par value, and Two Thousand Five Hundred (2,500) shares of B Common stock, \$1.00 par value, of which Two Thousand (2,000) shares A Common stock are now issued and outstanding; and

WHEREAS, DSA is a wholly owned subsidiary of TM-DSA; and

WHEREAS, the respective boards of directors of each of the Constituent Corporations have determined that it is advisable and for the benefit of Constituent Corporations and their respective stockholders/shareholders that DSA be merged into the Surviving Corporation, effective as of the close of business on December 31, 1998; and

WHEREAS, the respective boards of directors and stockholders/shareholders of the Constituent Corporations have each approved this Agreement and Plan of Merger in its entirety.

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, DSA and the Surviving Corporation do hereby agree each with the other, as follows:

1. Preamble: All of the foregoing preamble is hereby made an integral part hereof as though set forth at length herein.

2. Terms of Merger: Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C):

A. DSA shall be, and hereby is, merged into the Surviving Corporation, all in accordance with the applicable provisions of the laws of the State of Delaware and the State of Virginia. The name of the Surviving Corporation shall be "TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC.", and it is and shall remain governed by the laws of the State of Delaware.

B. The separate existence of DSA shall cease, except to the extent provided by the laws of the State of Delaware and the State of Virginia in the case of a corporation after its merger into another corporation.

C. The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in any of the Constituent Corporations shall not otherwise revert or be in any way impaired by reason of the merger.

D. The Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the merger.

3. Capital Structure of Surviving Corporation and Basis of Exchange: Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C), the capital structure of the Surviving Corporation shall be as follows:

A. The shares of common stock, no par value, of TM-DSA theretofore authorized, whether issued or unissued, shall remain unchanged and shall be deemed to be shares of common stock, no par value, of the Surviving Corporation.

B. Given that DSA is wholly-owned by TM-DSA there shall be no exchange or conversion of the shares of common stock of DSA for or into shares of common stock of the Surviving Corporation. At the time the merger becomes effective, all of the issued shares of common stock of DSA shall be deemed cancelled without consideration, and all outstanding certificates which prior thereto represented shares of common stock of DSA shall be surrendered to the Surviving Corporation.

4. Surviving Corporation:

A. Upon the effective date and time of the merger (as hereinafter defined in Paragraph 5.C), the Certificate of Incorporation of TM-DSA in force at the effective date of the merger shall remain and be the Certificate of Incorporation of the Surviving Corporation until the same shall be altered or amended as provided by law. Said merger shall effect no change in the Surviving Corporation's by-laws.

B. The Surviving Corporation shall be and remain governed by the laws of the State of Delaware.

C. The registered office of the Surviving Corporation in the State of Delaware shall be located at 1013 Centre Road, Wilmington, DE 19805, and its Registered Agent at said address shall be Corporation Service Company.

D. The persons who are respectively the officers and directors of TM-DSA on the effective date of the merger shall be and remain and continue to be the respective officers and directors of the Surviving Corporation; such officers and directors shall hold office at the pleasure of the board of directors and/or until the first annual meeting of the shareholders of the Surviving Corporation after the effective date of the merger, as the case may be, and until their respective successors are elected or appointed in the manner provided in the by-laws of the Surviving Corporation.

5. Manner of Approval and Effective Date:

A. Each of the Constituent Corporations have taken, or caused to be taken, all actions, and have done, or caused to be done, all things necessary, proper, and advisable, under the laws of the State of Delaware and the State of Virginia to consummate and make effective the merger, and, to that end, have submitted this Agreement and Plan of Merger to their respective directors and stockholders/shareholders for approval and consent as provided by law, and have received on the date of this Agreement and Plan of Merger, the unanimous vote, consent, and approval in writing of their respective directors and stockholders/shareholders in favor of this Agreement and Plan of Merger, and to the execution thereof by the undersigned President or Vice President and the Secretary or Assistant Secretary of each of the Constituent Corporations, all without further action by either directors or stockholders/shareholders.

B. Based upon and following the said approval and consent to this Agreement and Plan of Merger by the directors and stockholders/shareholders of the Constituent Corporations, said Corporations acting through their appropriate officers shall cause this Agreement and Plan of Merger and the Certificate of Merger, as required by the law of the State of Delaware and the State of Virginia, to be executed and filed with the Secretaries of State of the State of Delaware and the State of Virginia.

C. The merger shall become effective as of the close of business on December 31, 1998.

6. Miscellaneous:

A. The Surviving Corporation shall pay all expenses in connection with the filing of the Certificate of Merger provided for herein.

B. If, at any time, the Surviving Corporation shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary, required, or desirable to vest or to perfect or to convert of record in the Surviving Corporation the title to any property or rights of DSA, or to otherwise carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of DSA, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary, required, or proper to vest, perfect, or convert title and ownership to such property or rights in the Surviving Corporation, and otherwise carry out the provisions of this Agreement and Plan of Merger.

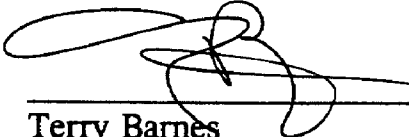
C. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by the mutual consent of the Constituent Corporations evidenced by appropriate resolutions by their respective boards of directors, at any time prior to the effective date of merger.

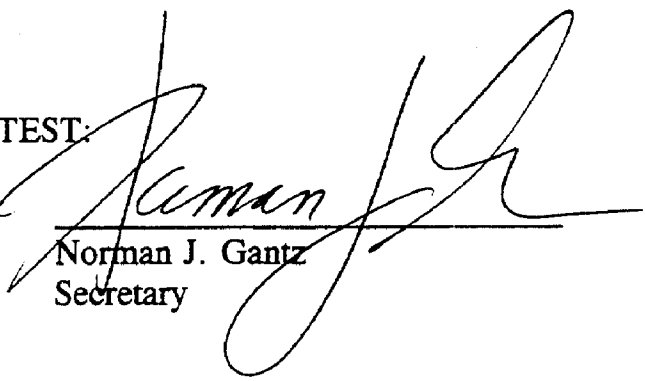
D. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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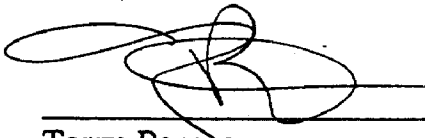
IN WITNESS WHEREOF, TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC. and DISTRIBUTED SYSTEM ARCHITECTS, INC., pursuant to the authority given by their respective boards of directors and stockholders/shareholders, have each caused this Agreement and Plan of Merger to be signed by an authorized officer and attested to, all as of the day and year first above written.

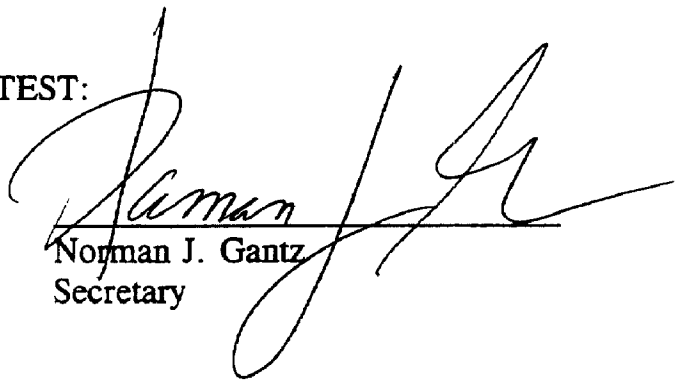
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