

01-31-2003

U.S. Department of Commerce  
Patent and Trademark Office

RECOF



1-29-03 TF

102352808

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

1. Name of conveying party(ies):

Verant Interactive, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

2. Name and Address of receiving party(ies)

Name: Sony Online Entertainment Inc.

Address: 10202 W. Washington Blvd.  
Culver City, California 90232

- 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

OFFICE OF PUBLIC RECORDS  
2003 JUN 29 AM 9:57  
FINANCE SECTION

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_ Board Resolution \_\_\_\_\_
- Merger
- Change of Name

Execution Date: July 31, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**SEE ATTACHED SCHEDULE**

Additional numbers attached?  Yes  No

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

Lynn S. Fruchter  
Cowan, Liebowitz & Latman, P.C.  
1133 Avenue of the Americas  
New York, NY 10036-6799

6. Total number of applications and registrations involved: 26

7. Total fee (37 CFR 3.41)..... \$ 665  
 Enclosed

8. Deposit Account No. 03-3415

To be used only in the event of a deficiency.

(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.*

Lynn S. Fruchter

Name of Person Signing

Signature

1/23/03

Date

Total number of pages including cover sheet, attachments, and document: 10

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

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01 FC:8521 40.00 OP  
02 FC:8522 625.00 OP

LSE/NMP/13078/63/549762.1

**TRADEMARK**  
**REEL: 002662 FRAME: 0159**

SCHEDULE A

Application No.      Registration No.      Trademark

1	78086315	2672232	V
2	78050893		SEA SCRAMBLE
3	78050888		MINE SCRAMBLE
4	78050884		SPACE SCRAMBLE
5	78050902		COSMIC RIFT
6	78063445	2647331	SAINT TROPEZ
7	78050860		COSMIC RIFT
8	78059131	2625072	STATION.COM
9	78052923	2613550	NO DICE!
10	78086168	2612892	SOE
11	78050869	2602970	SPACE SCRAMBLE
12	78050866	2602969	MINE SCRAMBLE
13	78050865	2602968	SEA SCRAMBLE
14	78066964		GOOD LIFE
15	78067964		YUETAN
16	78069007		EMPYREAN
17	78050878		ZONE WARS
18	78052918		MASSIVELY MULTIPLAYER IS OUR GAME
19	78050881		ZONE WARS
20	78050853		SOLAR RIFT
21	78073459		STATION LAUNCHPAD
22	78052921		NO DICE!
23	78052244		BUILDING BETTER WORLDS FOR WAR
24	76093341		PLANETSIDE
25	75632788	2423966	VERANT INTERACTIVE
26	75632128	2407158	VERANT

**CERTIFICATE OF MERGER**

**OF**

**VERANT INTERACTIVE, INC.,**  
a Delaware corporation

**INTO**

**SONY ONLINE ENTERTAINMENT INC.,**  
a Delaware corporation

**UNDER SECTION 251 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE**

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>
Sony Online Entertainment Inc.	Delaware
Verant Interactive, Inc.	Delaware

2. The Verant Interactive, Inc. and Sony Online Entertainment Inc. Agreement and Plan of Merger dated as of July 31, 2002 (the "Merger Agreement"), by and between Sony Online Entertainment Inc. and Verant Interactive, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Sony Online Entertainment Inc.

4. Pursuant to the Merger Agreement, upon the effectiveness of the filing of this Certificate of Merger, the certificate of incorporation of the surviving corporation shall be the amended and restated certificate of incorporation attached hereto as Exhibit A.

5. The executed Merger Agreement 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 8928 Terman Court, San Diego, CA 92121.

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

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the surviving corporation, Sony Online Entertainment Inc., and attested to by its officers thereunto duly authorized.

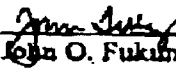
Dated as of July 31, 2002

SONY ONLINE ENTERTAINMENT INC.,  
a Delaware corporation

By: 

Leah Weil  
Its: Executive Vice President, General Counsel  
and Secretary

ATTEST:

By: 

John O. Fukuhaga  
Its: Senior Vice President and Assistant Secretary

# EXHIBIT A

## AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF SONY ONLINE ENTERTAINMENT INC.

Andrew Zaffron hereby certifies that:

1. The original name of this company was SOE Merger Corporation and the date of filing of the original Certificate of Incorporation of this company with the Secretary of State of the State of Delaware was March 23, 2000.
2. He is the duly elected and acting Vice President and Assistant Secretary of Sony Online Entertainment Inc., a Delaware corporation.
3. The Certificate of Incorporation is hereby amended and restated in its entirety as set forth in Exhibit A attached hereto and made a part hereof by this reference.
4. This Amended and Restated Certificate of Incorporation was duly approved by an Action by Unanimous Written Consent of the Board of Directors of Sony Online Entertainment Inc. dated July 31, 2002.
5. Through an Action by Written Consent of the Sole Stockholder of Sony Online Entertainment Inc. dated July 31, 2002, this Amended and Restated Certificate of Incorporation was approved by the holder of the requisite number of shares of said corporation in accordance with Section 228 of the Delaware General Corporation Law (the "DGCL"). This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL by the stockholders of the Company.

**IN WITNESS WHEREOF**, Sony Online Entertainment Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by its Vice President and Assistant Secretary this 16<sup>th</sup> day of August 2002.

/s/ Andrew Zaffron  
By: Andrew Zaffron  
Its: Vice President &  
Assistant Secretary

**Exhibit A**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SONY ONLINE ENTERTAINMENT INC.**

**I.**

The name of this corporation is Sony Online Entertainment Inc.

**II.**

The address of the registered office of the corporation in the State of Delaware is Corporation Service Company, 2711 Centerville Rd., Suite 400, City of Wilmington, County of New Castle, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

**IV.**

**A.** This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 100, each having a par value of \$0.001.

**V.**

**A.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

**B. Election of Directors**

1. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

2. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled, unless, at the time of such election, the corporation is subject to Section 2115(b) of the California General Corporation Law ("CGCL"). During such time or times that the corporation is subject to Section 2115(b) of the CGCL, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder thinks fit. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (a) the names of such candidate or candidates have been placed in nomination prior to the voting and (b) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

### C. Removal

1. During such time or times that the corporation is subject to Section 2115(b) of the CGCL, the Board of Directors or any individual director may be removed from office at any time without cause by the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote on such removal; provided, however, that unless the entire Board of Directors is removed, no individual director may be removed when the votes cast against such director's removal, or not consenting in writing to such removal, would be sufficient to elect that director if voted cumulatively at an election which the same total number of votes were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of such director's most recent election were then being elected.

2. At any time or times that the corporation is not subject to Section 2115(b) of the CGCL and subject to any limitations imposed by law, Section C.1 above shall not apply and the Board of Directors or any director may be removed from office at any time (a) with cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors or (b) without cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation, entitled to vote generally at an election of directors.

D. Subject to paragraph (h) of Section 43 of the Bylaws, the Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. Subject to paragraph (h) of Section 43 of the Bylaws, the stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the corporation.



## **VI.**

**A.** The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

**B.** This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the CGCL) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or through stockholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the CGCL, subject, at any time or times that the corporation is subject to Section 2115(b) of the CGCL, to the limits on such excess indemnification set forth in Section 204 of the CGCL.

**C.** Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## **VII.**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

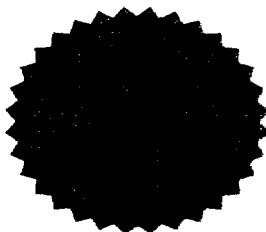
# Delaware

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:

"VERANT INTERACTIVE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SONY ONLINE ENTERTAINMENT INC." UNDER THE  
NAME OF "SONY ONLINE ENTERTAINMENT INC.", A CORPORATION  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF  
AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1948898

DATE: 08-22-02

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TRADEMARK

RECORDED: 01/29/2003

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