

Form PTO-1594
(Rev. 10-02)

RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

TRADEMARKS ONLY

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

1. Name of conveying party(ies):
Embarcadero Media, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-Delaware
 Other

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

2. Name and address of receiving party(ies):
Name: EXCL Communications, Inc.
Internal Address: _____
Street Address: 2905 South King Road

City: San Jose State: CA Zip: 95122-1518

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation Illinois
 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: August 23, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,070,252

Additional numbers attached? Yes No

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

Internal Address: _____

Street Address: Holland & Knight LLC
131 S. Dearborn St. 30th Floor

City: Chicago State: IL ZIP: 60603

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-0045

DO NOT USE THIS SPACE

9. Signature.
Thomas P. Arden September 22, 2003
Name of Person Signing Signature Date

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

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

TRADEMARK
REEL: 002724 FRAME: 0161

CH \$40.00 130045 2070252

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 OWNERSHIP, WHICH MERGES:

"EMBARCADERO MEDIA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "EXCL COMMUNICATIONS, INC." UNDER THE NAME OF "EXCL COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.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

3564609 8100M

020547335

AUTHENTICATION TRADEMARK

REEL 002724 FRAME: 0162

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/30/2002
020547335 - 2148813

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
EMBARCADERO MEDIA, INC.
INTO
EXCL COMMUNICATIONS, INC.**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

EXCL Communications, Inc., a corporation incorporated on the 29th day of July, 1986, pursuant to the provisions of The Business Corporation Act of 1983 of the State of Illinois (the "Corporation");

DOES HEREBY CERTIFY that the Corporation lawfully owns 100% of the capital stock of Embarcadero Media, Inc., a corporation incorporated on the 8th day of January, 1988, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that the Corporation, by resolution of its Board of Directors duly adopted by Unanimous Written Consent effective as of the 1st day of July, 2002, determined to and did merge into itself Embarcadero Media, Inc., which resolution provides, in relevant part, as follows:

"WHEREAS, Embarcadero Media, Inc., a Delaware corporation ("Embarcadero"), is a wholly-owned subsidiary of the Corporation; and

"WHEREAS, in the furtherance of its purpose and objectives, the Board has determined that it is in the best interests of the Corporation to merge Embarcadero into the Corporation; and

"WHEREAS, in compliance with Section 253 of Delaware General Corporation Law . . . the officers of the Corporation have caused to be prepared . . . a Certificate of Ownership and Merger (the "Certificate").

"1. Merger.

"RESOLVED, that the Board hereby authorizes and approves the merger of Embarcadero into the Corporation and the assumption by the Corporation of all of the liabilities and obligations of Embarcadero, as provided by Section 11.30 of the Illinois Compiled Statutes and Section 253 of Delaware General Corporation Law.

"RESOLVED FURTHER, that the Executive Vice President and any Assistant Secretary of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, acknowledge

and deliver the Plan in accordance with Section 11.30 of the Illinois Compiled Statutes and Section 253 of Delaware General Corporation Law, in substantially the form attached hereto as Exhibit "A", and with such additional terms and changes as such officers executing the same on behalf of the Corporation shall, with the advice of counsel, approve, with the execution thereof by such officer to be conclusive evidence of such approval.

"RESOLVED FURTHER, that the Executive Vice President and any Assistant Secretary of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, acknowledge and deliver, and to file or cause to be filed with the Illinois Secretary of State the Articles in accordance with Section 11.30 of the Illinois Compiled Statutes, in substantially the form attached hereto as Exhibit "B", and with such additional terms and changes as such officers executing the same on behalf of the Corporation shall, with the advice of counsel, approve, with the execution thereof by such officer to be conclusive evidence of such approval; and thereafter to file or cause to be filed in the office of the Recorder of Sangamon County a certified copy of the Articles.

"RESOLVED FURTHER, that the Executive Vice President and any Assistant Secretary of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, acknowledge and deliver, and to file or cause to be filed with the Delaware Secretary of State the Certificate in accordance with Sections 103 and 253 of Delaware General Corporation Law and Section 11.30 of the Illinois Compiled Statutes, in substantially the form attached hereto as Exhibit "C", and with such additional terms and changes as such officers executing the same on behalf of the Corporation shall, with the advice of counsel, approve, with the execution thereof by such officer to be conclusive evidence of such approval; and thereafter to file or cause to be filed in the office of the Recorder of Deeds of New Castle County a certified copy of the Certificate.

"2. Further Acts: Ratification.

"RESOLVED, that the officers of the Corporation, each with the full power to act alone, be, and each of them hereby is, authorized, directed and empowered to take all such further action and to execute, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and deliver all such further documents, certificates and instruments, to comply with any and all applicable federal and Illinois and Delaware state laws, and to pay all such fees, taxes and other expenses as in their judgment shall be deemed necessary, proper or advisable in effecting the intent and purpose of the foregoing resolutions.

"RESOLVED FURTHER, that all such lawful acts heretofore taken by the officers of the Corporation, in preparing or causing to be prepared, signing or causing to be signed each of the Plan, the Articles and the Certificate, and/or any other documents, certificates and instruments, required in connection with any of the foregoing, and all such other lawful acts and things as the officers may have deemed necessary, proper or advisable in effecting the intent and purpose of the foregoing resolutions, are hereby ratified, approved and confirmed in all respects as the acts of the Corporation."

The Corporation hereby irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any suit or other proceeding for enforcement of any obligation of Embarcadero, as well as for enforcement of any obligation of the Corporation arising from the merger.

The address to which copies of process may be sent by the Delaware Secretary of State is 2425 Olympic Boulevard, Suite 6000 West, Santa Monica, California 90404.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Jeanette Tully and Michael G. Rowles, the Executive Vice President and Assistant Secretary, respectively, of the Corporation, this 22nd day of August, 2002.

EXCL COMMUNICATIONS, INC.

By: Jeanette Tully
Jeanette Tully
Its: Executive Vice President

By: M.G. Rowles
Michael G. Rowles
Its: Assistant Secretary