

*MRD NOV 8, 2002*

11-25-2003

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

RECORD  
TRA



102581468

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

*Resubm*

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):  
**Entertainment Strategies, Ltd.**  
**MFG Management Corporation**  
**Ticketmaster Advertising Company**

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

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

3. Nature of Conveyance  
 Assignment  
 Security Agreement  
 Other  
 Merger  
 Change of Name

Execution Date: 12/8/98

2. Name and address of receiving party(ies)  
**Ticketmaster L.L.C.**  
**3701 Wilshire Boulevard**  
**Los Angeles, CA 90010**

- 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

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

RECORDED  
APR 25 P 12:26  
FIVE STAR PROCESS

DO NOT USE THIS SPACE

9. Signature.  
Anne C. Snyder  
Name of Person Signing

*Anne C. Snyder*  
Signature

April 14, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 55

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

**Additional Conveying Parties:**

Ticketmaster – California, Inc.  
Ticketmaster – Chicago, Inc.  
Ticketmaster – Colorado, Inc.  
Ticketmaster Corporation of Washington  
Ticketmaster-Direct, Inc.  
Ticketmaster Direct Software Acquisitions, Inc.  
Ticketmaster Europe, Inc.  
Ticketmaster-Flowers, Inc.  
Ticketmaster Georgia Holdings Corp.  
Ticketmaster-Georgia, Inc.  
Ticketmaster Golf Acquisition, Inc.  
Ticketmaster-Las Vegas, Inc.  
Ticketmaster Leisure Services, Inc.  
Ticketmaster Marketing, Inc.  
Ticketmaster Merchandising Corporation  
Ticketmaster-Michigan, Inc.  
Ticketmaster – Midwest, Inc.  
Ticketmaster – Nashville, Inc.  
Ticketmaster-New Mexico, Inc.  
Ticketmaster-New Orleans, Inc.  
Ticketmaster – New York, Inc.  
Ticketmaster-Ohio, Inc.  
Ticketmaster Publications Inc.  
Ticketmaster Technologies Inc.  
Ticketmaster-Tennessee, Inc.  
TMC Consultants, Inc.  
TM Movie Tix Holdings, Inc.  
TM Tell Ltd.  
TM/Video International, Inc.  
TM Washington Ticketing, Inc.

12-04-2002

102300573

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

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

To the Honorable Commissioner of Pa

attached original documents or copy thereof.

1. Name of conveying party(ies): Ticketmaster Direct Software Acquisitions, Inc., et. al. 3701 Wilshire Boulevard Los Angeles, CA 90010

2. Name and address of receiving party(ies) Ticketmaster L.L.C. 3701 Wilshire Boulevard Los Angeles, CA 90010

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

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

3. Nature of Conveyance Assignment Security Agreement Other Merger Change of Name

Execution Date: 12/8/98

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

11-9-02 TRADEMARK FEE PROCESS RECEIVED 2002 NOV - 8

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

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

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Robert W. Sacoff Internal Address: Pattishall, McAuliffe, Newbury, 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 Name of Person Signing November 4, 2002 Date

Total number of pages including cover sheet, attachments, and document: 54

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

2/03/2002 6TDM11 00000114 2050573

1 FC:8521 40.00 DP

Office of the Secretary of State

B

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:

- "ENTERTAINMENT STRATEGIES, LTD.", A CALIFORNIA CORPORATION,
- "MFG MANAGEMENT CORPORATION", A ILLINOIS CORPORATION,
- "TICKETMASTER ADVERTISING COMPANY", A ILLINOIS CORPORATION,
- "TICKETMASTER - CALIFORNIA, INC.", A CALIFORNIA CORPORATION,
- "TICKETMASTER - CHICAGO, INC.", A ILLINOIS CORPORATION,
- "TICKETMASTER - COLORADO, INC.", A COLORADO CORPORATION,
- "TICKETMASTER CORPORATION OF WASHINGTON", A WASHINGTON CORPORATION,
- "TICKETMASTER-DIRECT, INC.", A DELAWARE CORPORATION,
- "TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC.", A DELAWARE CORPORATION,
- "TICKETMASTER EUROPE, INC.", A DELAWARE CORPORATION,
- "TICKETMASTER-FLOWERS, INC.", A CALIFORNIA CORPORATION,
- "TICKETMASTER GEORGIA HOLDINGS CORP.", A GEORGIA CORPORATION,
- "TICKETMASTER-GEORGIA, INC.", A GEORGIA CORPORATION,
- "TICKETMASTER GOLF ACQUISITION, INC.", A DELAWARE CORPORATION,



*Edward J. Freel*

Edward J. Freel, Secretary of State

2967808 8100M

981508306

9496201

AUTHENTICATION:

DATE: 12-30-98

State of Delaware  
Office of the Secretary of State

PAGE 2

CORPORATION,

"TICKETMASTER-LAS VEGAS, INC.", A NEVADA CORPORATION,

"TICKETMASTER LEISURE SERVICES, INC.", A DELAWARE  
CORPORATION,

"TICKETMASTER MARKETING, INC.", A ILLINOIS CORPORATION,

"TICKETMASTER MERCHANDISING CORPORATION", A CALIFORNIA  
CORPORATION,

"TICKETMASTER-MICHIGAN, INC.", A MICHIGAN CORPORATION,

"TICKETMASTER - MIDWEST, INC.", A MINNESOTA CORPORATION,

"TICKETMASTER - NASHVILLE, INC.", A TENNESSEE CORPORATION,

"TICKETMASTER-NEW MEXICO, INC.", A NEW MEXICO CORPORATION,

"TICKETMASTER-NEW ORLEANS, INC.", A LOUISIANA CORPORATION,

"TICKETMASTER - NEW YORK, INC.", A DELAWARE CORPORATION,

"TICKETMASTER-OHIO, INC.", A OHIO CORPORATION,

"TICKETMASTER PUBLICATIONS INC.", A DELAWARE CORPORATION,

"TICKETMASTER TECHNOLOGIES INC.", A ARIZONA CORPORATION,

"TICKETMASTER-TENNESSEE, INC.", A TENNESSEE CORPORATION,

"TMC CONSULTANTS, INC.", A ILLINOIS CORPORATION,

"TM MOVIE TIX HOLDINGS, INC.", A DELAWARE CORPORATION,

"TM TELL LTD.", A DELAWARE CORPORATION,



Edward J. Freel, Secretary of State

2967808 8100M

981508306

AUTHENTICATION:

DATE: 9496201

12-30-98

TRADEMARK  
REEL: 002753 FRAME: 0075

State of Delaware  
Office of the Secretary of State

PAGE 3

"TM/VIDEO INTERNATIONAL, INC.", A DELAWARE CORPORATION,  
"TM WASHINGTON TICKETING, INC.", A WASHINGTON CORPORATION,  
WITH AND INTO "TICKETMASTER L.L.C." UNDER THE NAME OF  
"TICKETMASTER L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE TWENTY-FOURTH 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 handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2967808 8100M  
981508306

AUTHENTICATION:  
DATE: 9496201  
12-30-98

TRADEMARK  
REEL: 002753 FRAME: 0076

CERTIFICATE OF MERGER

OF

ENTERTAINMENT STRATEGIES, LTD.  
MFG MANAGEMENT CORPORATION  
TICKETMASTER ADVERTISING COMPANY  
TICKETMASTER - CALIFORNIA, INC.  
TICKETMASTER - CHICAGO, INC.  
TICKETMASTER - COLORADO, INC.  
TICKETMASTER CORPORATION OF WASHINGTON  
TICKETMASTER-DIRECT, INC.  
TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC.  
TICKETMASTER EUROPE, INC.  
TICKETMASTER-FLOWERS, INC.  
TICKETMASTER GEORGIA HOLDINGS CORP.  
TICKETMASTER-GEORGIA, INC.  
TICKETMASTER GOLF ACQUISITION, INC.  
TICKETMASTER-LAS VEGAS, INC.  
TICKETMASTER LEISURE SERVICES, INC.  
TICKETMASTER MARKETING, INC.  
TICKETMASTER MERCHANDISING CORPORATION  
TICKETMASTER-MICHIGAN, INC.  
TICKETMASTER - MIDWEST, INC.  
TICKETMASTER - NASHVILLE, INC.  
TICKETMASTER-NEW MEXICO, INC.  
TICKETMASTER-NEW ORLEANS, INC.  
TICKETMASTER - NEW YORK, INC.  
TICKETMASTER-OHIO, INC.  
TICKETMASTER PUBLICATIONS INC.  
TICKETMASTER TECHNOLOGIES INC.  
TICKETMASTER-TENNESSEE, INC.  
TM MOVIE TIX HOLDINGS, INC.  
TM TELL LTD.  
TM WASHINGTON TICKETING, INC.  
TMC CONSULTANTS, INC.  
TM/VIDEO INTERNATIONAL, INC.

INTO

TICKETMASTER L.L.C.

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

FIRST: That the name and state of organization of each of the constituent corporations and limited liability companies of the merger is as follows:

<u>NAME</u>	<u>STATE OF ORGANIZATION</u>
Ticketmaster L.L.C.	Delaware
Entertainment Strategies, Ltd.	California
MFG Management Corporation	Illinois
Ticketmaster Advertising Company	Illinois
Ticketmaster - California, Inc.	California
Ticketmaster - Chicago, Inc.	Illinois
Ticketmaster - Colorado, Inc.	Colorado
Ticketmaster Corporation of Washington	Washington
Ticketmaster-Direct, Inc.	Delaware
Ticketmaster Direct Software Acquisitions, Inc.	Delaware
Ticketmaster Europe, Inc.	Delaware
Ticketmaster-Flowers, Inc.	California
Ticketmaster Georgia Holdings Corp.	Georgia
Ticketmaster-Georgia, Inc.	Georgia
Ticketmaster Golf Acquisition, INC.	Delaware
Ticketmaster-Las Vegas, Inc.	Nevada
Ticketmaster Leisure Services, Inc.	Delaware
Ticketmaster Marketing, Inc.	Illinois
Ticketmaster Merchandising Corporation	California
Ticketmaster-Michigan, Inc.	Michigan
Ticketmaster - Midwest, Inc.	Minnesota
Ticketmaster - Nashville, Inc.	Tennessee
Ticketmaster-New Mexico, Inc.	New Mexico
Ticketmaster-New Orleans, Inc.	Louisiana
Ticketmaster - NEW YORK, INC.	Delaware
Ticketmaster-Ohio, Inc.	Ohio
Ticketmaster Publications Inc.	Delaware
Ticketmaster Technologies Inc.	Arizona
Ticketmaster-Tennessee, Inc.	Tennessee
TM Movie Tix Holdings, Inc.	Delaware
TM Tell Ltd.	Delaware
TM Washington Ticketing, Inc.	Washington
TMC Consultants, Inc.	Illinois
TM/Video International, 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 and limited liability companies which are to merge in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving limited liability company of the merger is Ticketmaster L.L.C.

FOURTH: That the Certificate of Formation of Ticketmaster L.L.C., which will survive the merger, shall be the Certificate of Formation of the surviving limited liability company.

FIFTH: That the executed agreement and plan of merger is on file at the principal place of business of the surviving limited liability company, 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 limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

SEVENTH: The agreement and plan of merger between the aforesaid constituent limited liability company and corporations provides that the merger herein certified shall be effective AS OF 11:59 p.m. Eastern Standard Time on December 31, 1998.

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

TICKETMASTER L.L.C.

By: Ticketmaster Corporation,  
member

By: 

Name: Norman J. Gantz  
Title: Secretary

C:\56862\7263M\0121\041

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated December 17, 1998, among the entities set forth on Schedule A attached hereto (each a "Merging Entity" and collectively the "Merging Entities"), and TICKETMASTER L.L.C., a Delaware limited liability company ("TM L.L.C." or the "Surviving Entity").

### WITNESSETH:

WHEREAS, the Merging Entities have authorized capital consisting of that which is set forth on Schedule A opposite each Merging Entity's name, of which all issued and outstanding stock is owned by Ticketmaster Corporation, an Illinois corporation ("TM Corp.");

WHEREAS, all of the membership interests in TM L.L.C. are owned by TM Corp.; and

WHEREAS, the parties have determined that it is advisable and in each of their best interests that the Merging Entities be merged with and into TM L.L.C. pursuant to Section 264 of the Delaware General Corporation Law, as amended (the "DGCL"), and Section 18-209 of the Delaware Limited Liability Company Act, as amended (the "DLLCA" and, collectively with the DGCL, the "Delaware Laws"), and on the terms and conditions hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Terms of Merger. Subject to the terms and conditions hereof, as of the Effective Time, as set forth in Section 2, the Merging Entities shall be merged with and into TM L.L.C., all in accordance with the applicable provisions of the Delaware Laws. The merger of the Merging Entities into TM L.L.C. is hereinafter referred to as the "Merger."

2. Effective Time. As soon as practicable, the parties hereto shall cause articles or certificates of merger, as appropriate, and any other necessary or desirable documents to be filed with the appropriate authority in their respective jurisdictions of organization. The Merger shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 1998 (the "Effective Time").

3. Effects of the Merger. The Merger shall have effects set forth in the applicable provisions of the Delaware Laws.

4. Cancellation or Exchange of Shares. By virtue of the Merger and without any action on the part of the parties hereto, the status of the shares of the Merging Entities and the membership interests in TM L.L.C. shall be as follows:

(a) **The Merging Entities**. Each share of common stock of the Merging Entities issued and outstanding immediately prior to the Merger shall be cancelled and no cash, securities or other property shall be issued in exchange therefor. All certificates representing such shares of common stock shall be surrendered to the Surviving Entity for cancellation.

(b) **TM L.L.C.** Each membership interest in TM L.L.C. outstanding immediately prior to the Merger shall remain outstanding without change.

**5. Surviving Entity**.

(a) As of the Effective Time, the Certificate of Formation of TM L.L.C. shall be the Certificate of Formation of the Surviving Entity.

(b) As of the Effective Time, the Limited Liability Company Agreement of TM L.L.C. shall be the Limited Liability Company Agreement of the Surviving Entity.

(c) As of the Effective Time, the managers and officers of TM L.L.C. shall become the managers and officers of the Surviving Entity until their successors are duly elected and qualified in accordance with the Limited Liability Company Agreement of the Surviving Entity and Delaware law.

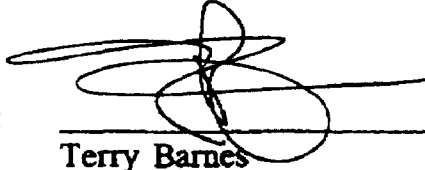
(d) The registered office of the Surviving Entity in the State of Delaware shall be located at 1013 Centre Road, Wilmington, DE 19805, and its Registered Agent at said address shall be Corporation Service Company.

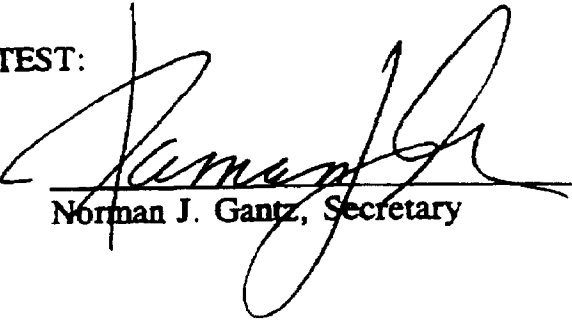
(e) The Surviving Entity is a foreign limited liability company that desires to transact business in the jurisdiction of incorporation of each Merging Entity and is qualified as a foreign limited liability company in each such jurisdiction. The Surviving Entity does hereby agree that it may be served with process in each state in which a Merging Entity is incorporated in a proceeding for the enforcement of an obligation of each Merging Entity and the Surviving Entity and in a proceeding for the enforcement of the rights of a dissenting shareholder of each Merging Entity and against the Surviving Entity; does hereby irrevocably appoint the Secretary of State of each state of incorporation of each Merging Entity as its agent to accept service of process in any proceeding; and does hereby agree that it will properly pay the dissenting shareholders of each Merging Entity the amount, if any, to which they are entitled under the provisions of such state statutes of each Merging Entity with respect to the rights of dissenting shareholders. The address to which process may be forwarded is 3701 Wilshire Boulevard, 7th Floor, Los Angeles, California 90010.

**6. Termination**. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time or the filing date, as applicable in each jurisdiction, by the consent of the Boards of Directors of the Merging Entities and the Management Committee of TM L.L.C.


IN WITNESS WHEREOF, this Agreement has been duly executed on behalf of each of the parties hereto on the date first above written.

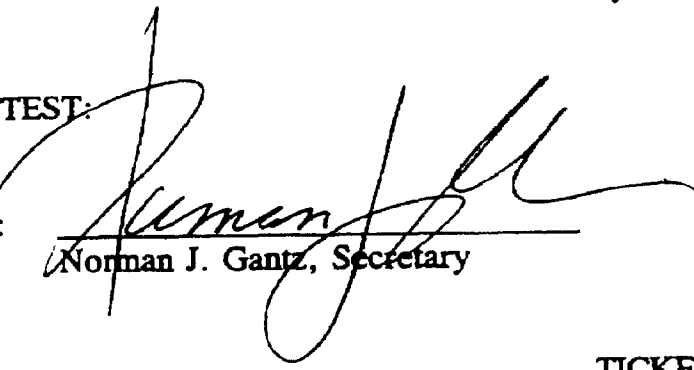
ENTERTAINMENT STRATEGIES, LTD., a California corporation

By:   
Terry Barnes  
President

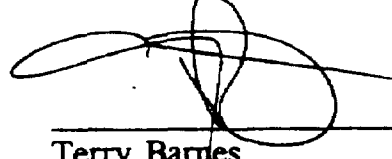
ATTEST:  
By:   
Norman J. Gantz, Secretary

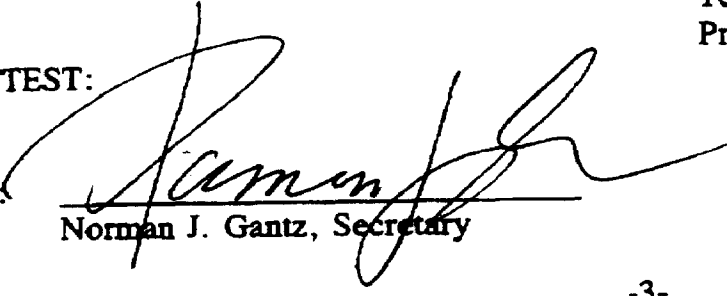
MFG MANAGEMENT CORPORATION, an Illinois corporation

By:   
Terry Barnes  
President


ATTEST:  
By:   
Norman J. Gantz, Secretary

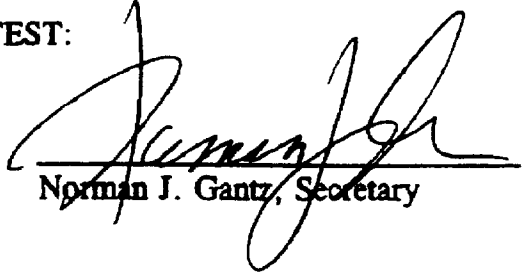
TICKETMASTER ADVERTISING COMPANY, an Illinois corporation

By:   
Terry Barnes  
President

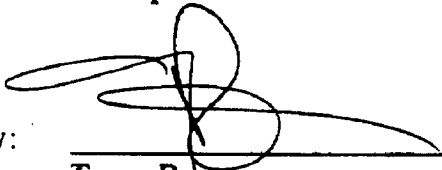
ATTEST:  
By:   
Norman J. Gantz, Secretary

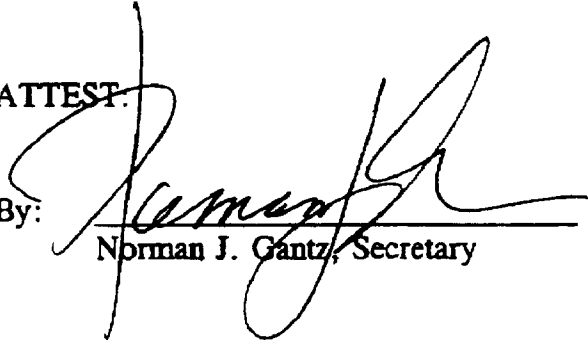
TICKETMASTER - CALIFORNIA, INC., a California corporation

By:   
Terry Barnes  
President

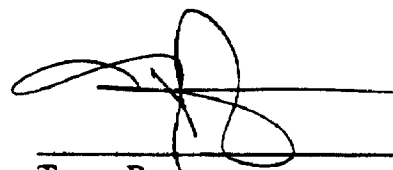
ATTEST:  
By:   
Norman J. Gantz, Secretary

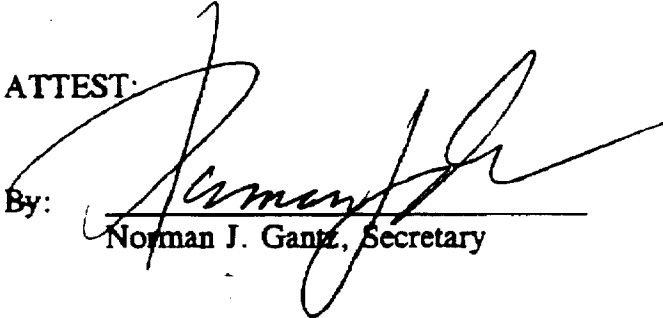
TICKETMASTER - COLORADO, INC., a Colorado corporation

By:   
Terry Barnes  
President

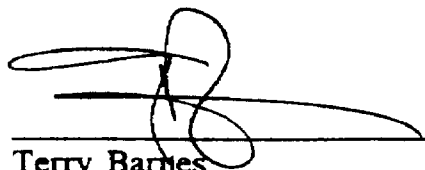
ATTEST:  
By:   
Norman J. Gantz, Secretary

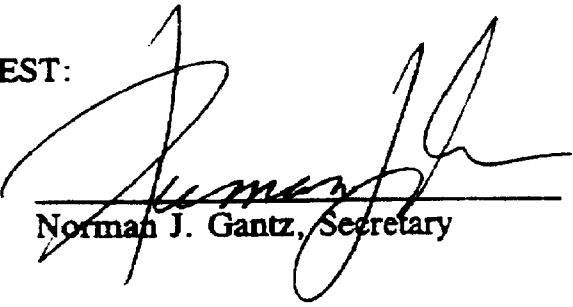
TICKETMASTER - CHICAGO, INC., an Illinois corporation

By:   
Terry Barnes  
President

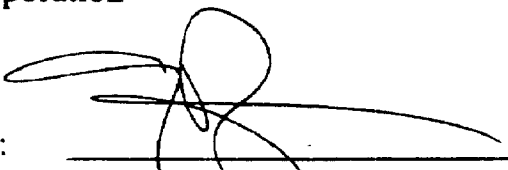
ATTEST:  
By:   
Norman J. Gantz, Secretary

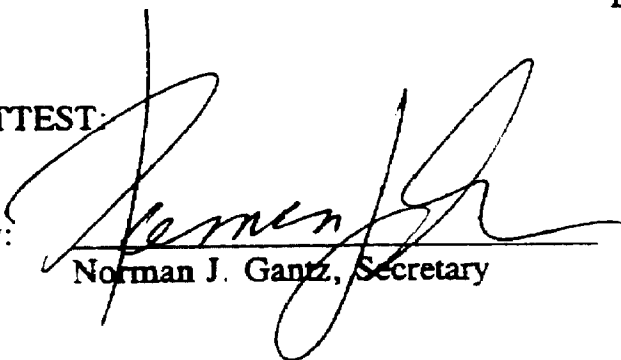
TICKETMASTER CORPORATION OF  
WASHINGTON, a Washington corporation

By:   
Terry Barnes  
President

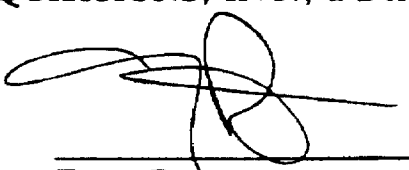
ATTEST:  
By:   
Norman J. Gantz, Secretary

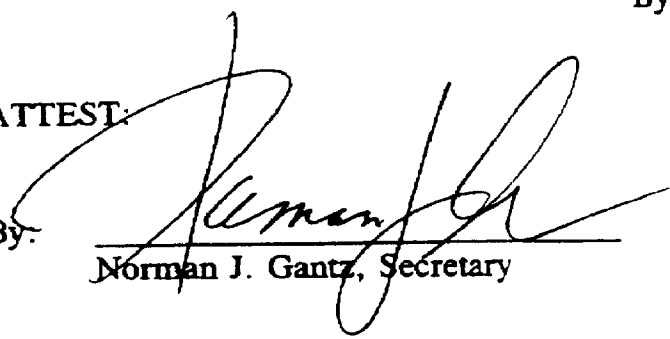
TICKETMASTER-DIRECT, INC., a Delaware  
corporation

By:   
Terry Barnes  
President

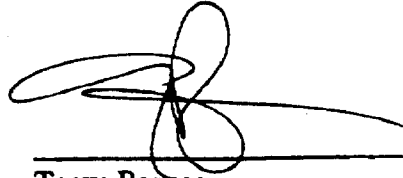
ATTEST:  
By:   
Norman J. Gantz, Secretary

TICKETMASTER DIRECT SOFTWARE  
ACQUISITIONS, INC., a Delaware corporation

By:   
Terry Barnes  
President

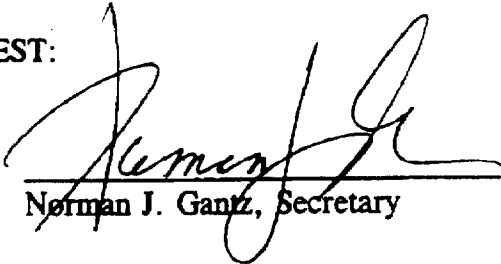
ATTEST:  
By:   
Norman J. Gantz, Secretary

TICKETMASTER EUROPE, INC., a Delaware corporation



By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:



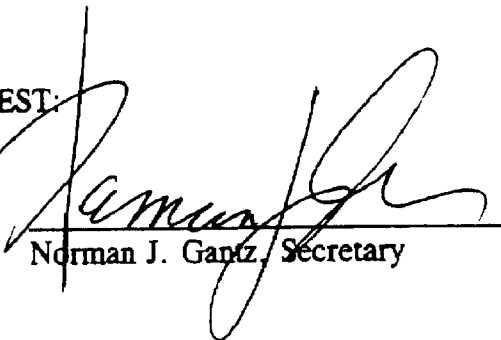
By: \_\_\_\_\_  
Norman J. Gantz, Secretary

TICKETMASTER-FLOWERS, INC., a California corporation



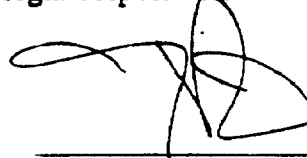
By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:



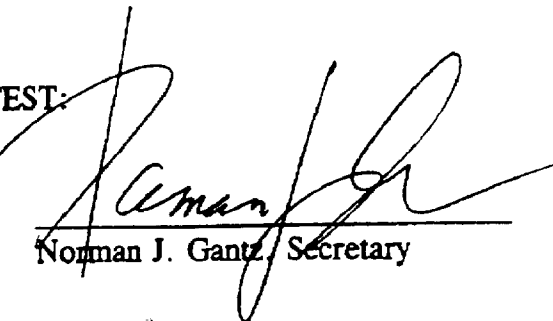
By: \_\_\_\_\_  
Norman J. Gantz, Secretary

TICKETMASTER GEORGIA HOLDINGS CORP., a Georgia corporation



By: \_\_\_\_\_  
Terry Barnes  
President

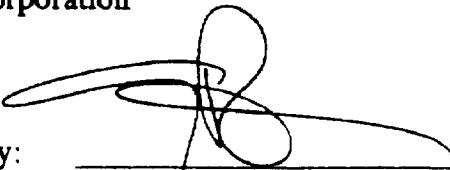
ATTEST:

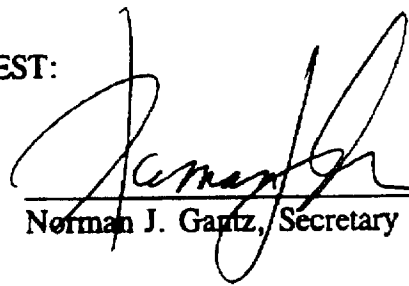


By: \_\_\_\_\_  
Norman J. Gantz, Secretary




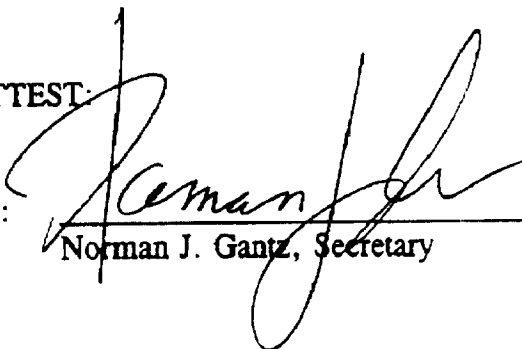
TICKETMASTER-GEORGIA, INC., a Georgia corporation

By:   
Terry Barnes  
President

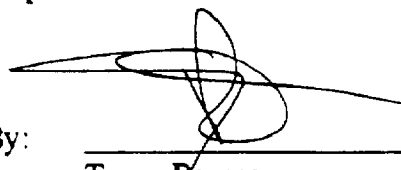
ATTEST:  
By:   
Norman J. Gantz, Secretary

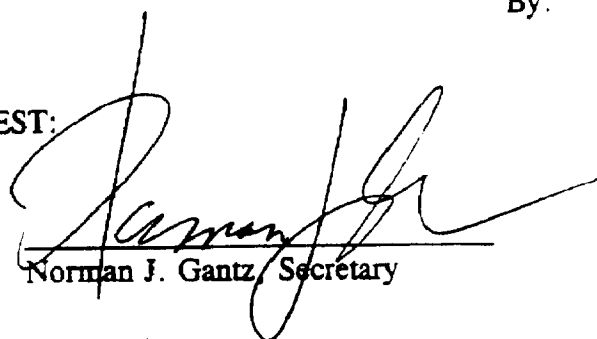
TICKETMASTER GOLF ACQUISITION, INC., a Delaware corporation

By:   
Terry Barnes  
President

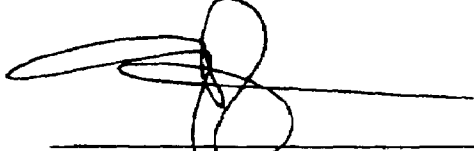
ATTEST:  
By:   
Norman J. Gantz, Secretary

TICKETMASTER-LAS VEGAS, INC., a Nevada corporation

By:   
Terry Barnes  
President

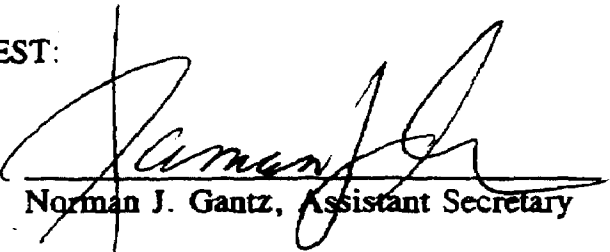
ATTEST:  
By:   
Norman J. Gantz, Secretary

TICKETMASTER LEISURE SERVICES, INC., a Delaware corporation

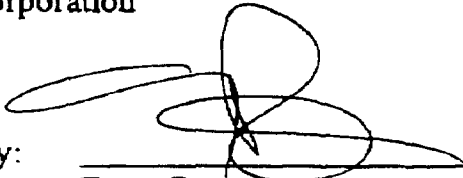


By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:

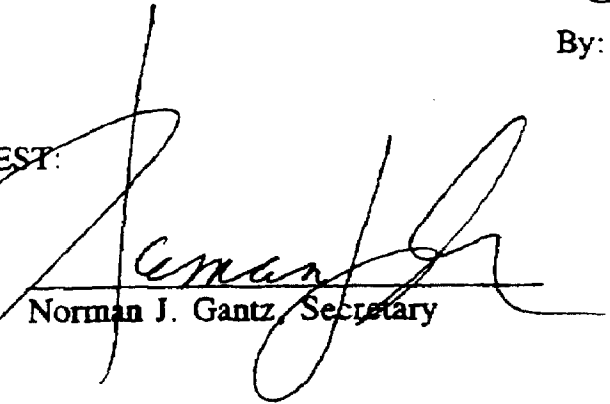
By:   
Norman J. Gantz, Assistant Secretary

TICKETMASTER MARKETING, INC., an Illinois corporation

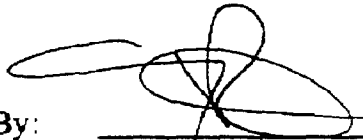


By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:

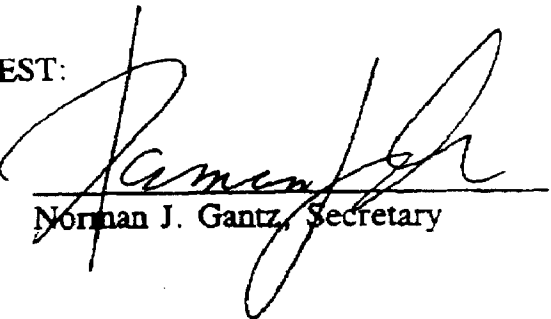
By:   
Norman J. Gantz, Secretary

TICKETMASTER MERCHANDISING CORPORATION, a California corporation

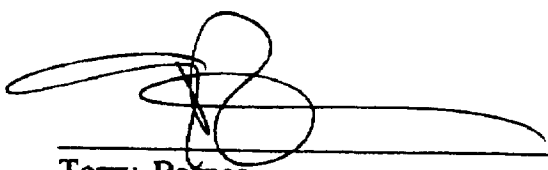


By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:

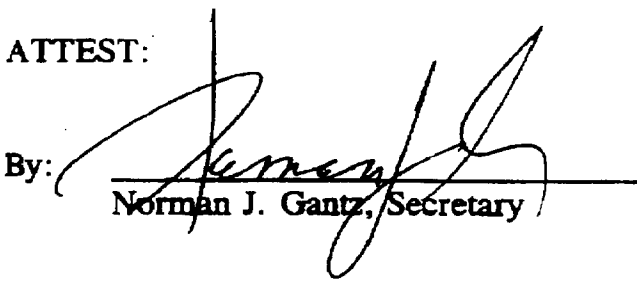
By:   
Norman J. Gantz, Secretary

TICKETMASTER-MICHIGAN, INC., a Michigan corporation



By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:



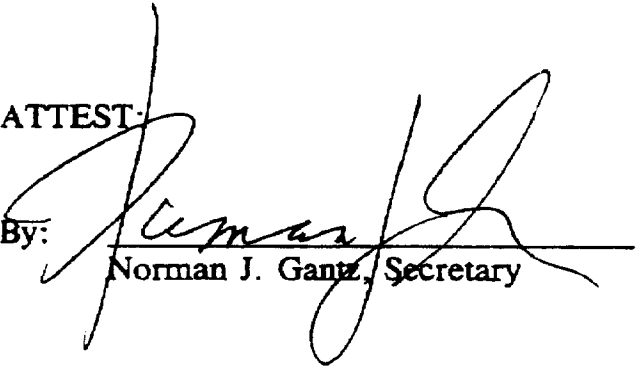
By: \_\_\_\_\_  
Norman J. Gantz, Secretary

TICKETMASTER - MIDWEST, INC., a Minnesota corporation



By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:



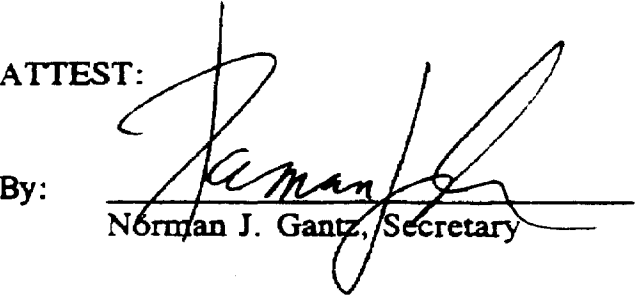
By: \_\_\_\_\_  
Norman J. Gantz, Secretary

TICKETMASTER - NASHVILLE, INC., a Tennessee corporation



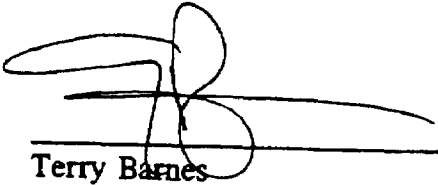
By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:

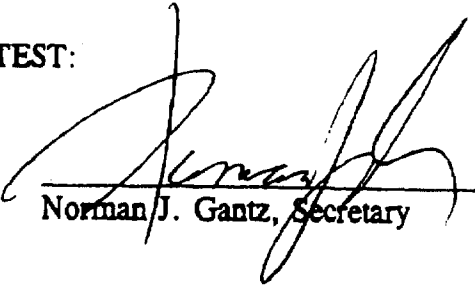


By: \_\_\_\_\_  
Norman J. Gantz, Secretary

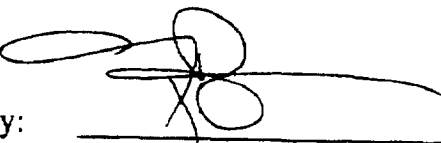
TICKETMASTER-NEW MEXICO, INC., a New Mexico corporation

By:   
Terry Barnes  
President

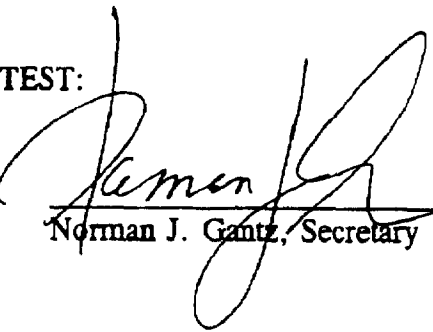
ATTEST:

By:   
Norman J. Gantz, Secretary

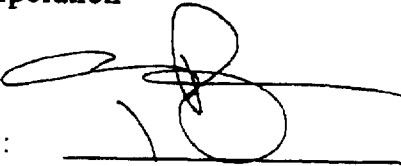
TICKETMASTER-NEW ORLEANS, INC., a Louisiana corporation

By:   
Terry Barnes  
President

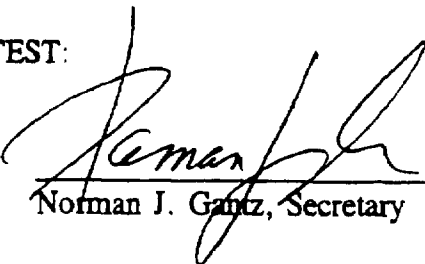
ATTEST:

By:   
Norman J. Gantz, Secretary

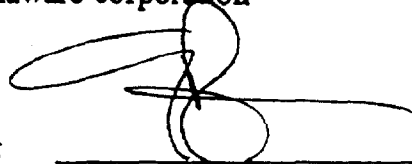
TICKETMASTER-OHIO, INC., an Ohio corporation

By:   
Terry Barnes  
President

ATTEST:

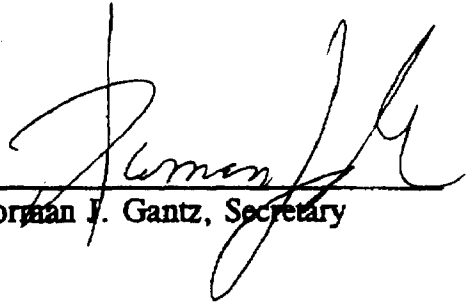
By:   
Norman J. Gantz, Secretary

TICKETMASTER PUBLICATIONS INC., a  
Delaware corporation

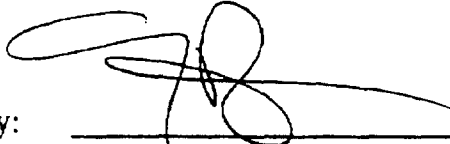


By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:

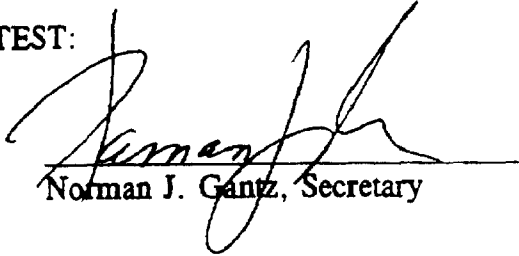
By:   
Norman J. Gantz, Secretary

TICKETMASTER TECHNOLOGIES INC., an  
Arizona corporation

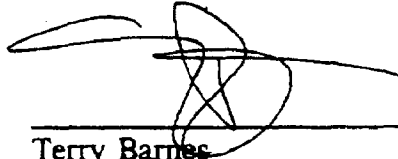


By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:

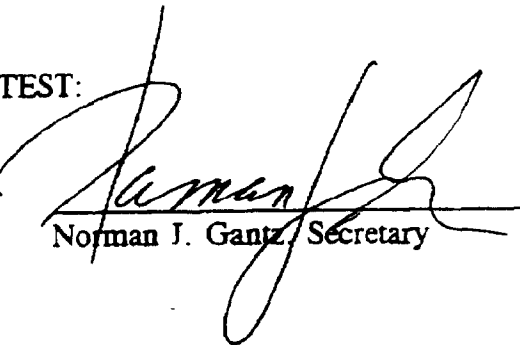
By:   
Norman J. Gantz, Secretary

TICKETMASTER-TENNESSEE, INC., a  
Tennessee corporation

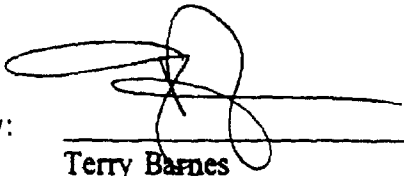


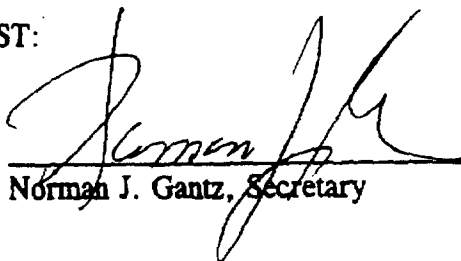
By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:


By:   
Norman J. Gantz, Secretary

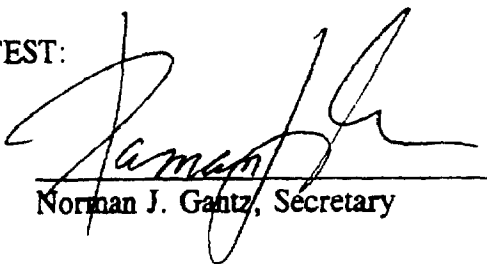
TM MOVIE TIX HOLDINGS, INC., a Delaware corporation

By:   
Terry Barnes  
President


ATTEST:  
By:   
Norman J. Gantz, Secretary

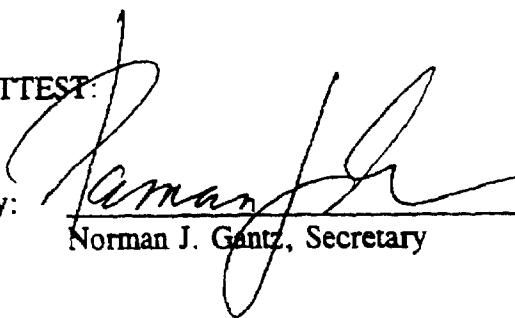
TM TELL LTD., a Delaware corporation

By:   
Terry Barnes  
President

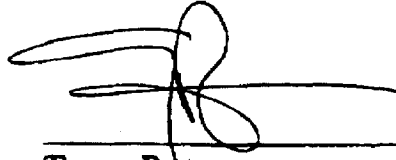
ATTEST:  
By:   
Norman J. Gantz, Secretary

TM WASHINGTON TICKETING, INC., a Washington corporation

By:   
Terry Barnes  
President

ATTEST:  
By:   
Norman J. Gantz, Secretary

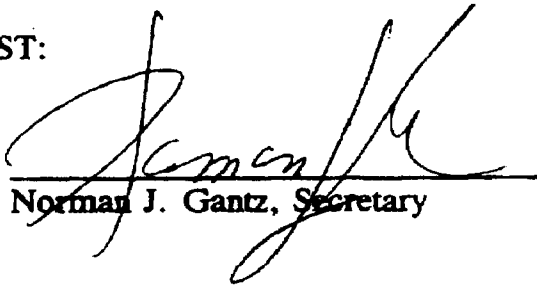
TMC CONSULTANTS, INC., an Illinois corporation



By:

Terry Barnes  
President

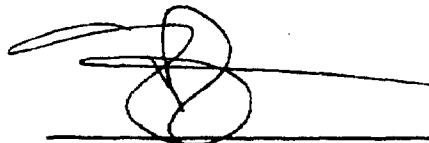
ATTEST:



By:

Norman J. Gantz, Secretary

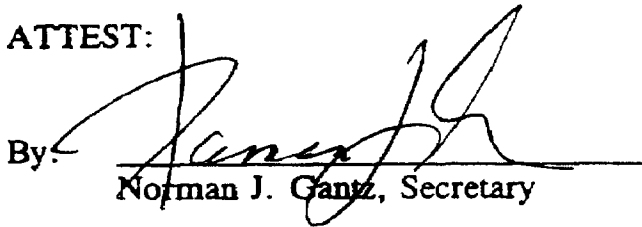
TM/VIDEO INTERNATIONAL, INC., a Delaware corporation



By:

Terry Barnes  
President

ATTEST:



By:

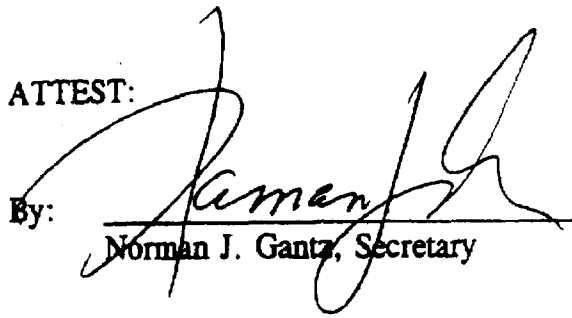
Norman J. Gantz, Secretary

TICKETMASTER-NEW YORK, INC., a Delaware corporation



By: \_\_\_\_\_  
Terry Barnes  
President

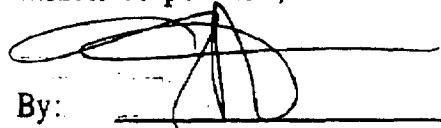
ATTEST:



By: \_\_\_\_\_  
Norman J. Gantz, Secretary

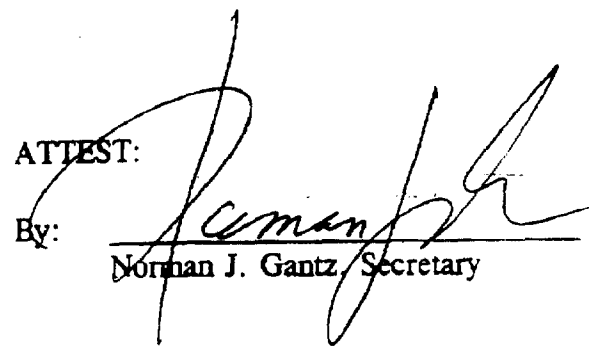
TICKETMASTER L.L.C., a Delaware limited liability company

By: TICKETMASTER CORPORATION, an Illinois corporation, member



By: \_\_\_\_\_  
Terry Barnes  
President

ATTEST:



By: \_\_\_\_\_  
Norman J. Gantz, Secretary

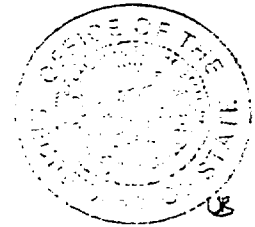


**SCHEDULE A**

<b>Ticketmaster Entity</b>	<b>State of Incorporation</b>	<b>Authorized Shares</b>	<b>Par Value Per Share</b>	<b>Issued Shares</b>
Entertainment Strategies, Ltd.	California	1,000	no par value	1,000
MFG Management Corporation	Illinois	1,000	no par value	100
Ticketmaster Advertising Company	Illinois	1,000	\$1.00 par value	1,000
Ticketmaster - California, Inc.	California	1,000	\$1.00 par value	1,000
Ticketmaster - Chicago, Inc.	Illinois	1,000	\$1.00 par value	1,000
Ticketmaster - Colorado, Inc.	Colorado	1,000	\$1.00 par value	1,000
Ticketmaster Corporation of Washington	Washington	1,000	no par value	1,000
Ticketmaster-Direct, Inc.	Delaware	1,000	no par value	100
Ticketmaster Direct Software Acquisitions, Inc.	Delaware	1,000	no par value	100
Ticketmaster Europe, Inc.	Delaware	1,000	no par value	100
Ticketmaster-Flowers, Inc.	California	1,000	no par value	100
Ticketmaster Georgia Holdings Corp.	Georgia	1,000	no par value	100
Ticketmaster-Georgia, Inc.	Georgia	1,000	no par value	1,000
Ticketmaster Golf Acquisition, Inc.	Delaware	1,000	no par value	100
Ticketmaster-Las Vegas, Inc.	Nevada	1,000	no par value	1,000
Ticketmaster Leisure Services, Inc.	Delaware	1,000	no par value	100
Ticketmaster Marketing, Inc.	Illinois	1,000	no par value	100
Ticketmaster Merchandising Corporation	California	1,000	no par value	100
Ticketmaster-Michigan, Inc.	Michigan	50,000	\$1.00 par value	400

Ticketmaster Family	State of Incorporation	Authorized Shares	Par Value Per Share	Issued Shares
Ticketmaster - Midwest, Inc.	Minnesota	1,000	no par value	1,000
Ticketmaster - Nashville, Inc.	Tennessee	1,000	no par value	100
Ticketmaster-New Mexico, Inc.	New Mexico	1,000	no par value	100
Ticketmaster-New Orleans, Inc.	Louisiana	1,000	no par value	100
Ticketmaster-New York, Inc.	Delaware	100	\$1.00 par value	100
Ticketmaster-Ohio, Inc.	Ohio	100	no par value	100
Ticketmaster Publications Inc.	Delaware	1,000	no par value	1,000
Ticketmaster Technologies Inc.	Arizona	1,000	no par value	100
Ticketmaster-Tennessee, Inc.	Tennessee	1,000	no par value	1,000
TM Movie Tix Holdings, Inc.	Delaware	1,000	no par value	100
TM Tell Ltd.	Delaware	1,000	no par value	100
TM Washington Ticketing, Inc.	Washington	1,000	no par value	100
TMC Consultants, Inc.	Illinois	1,000	\$1.00 par value	1,000
TM/Video International, Inc.	Delaware	1,000	no par value	1,000

C:\90401\7263N.121\SCHEDULE.02B



**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 28 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 16 1999



*Bill Jones*

Secretary of State

**AGREEMENT AND PLAN OF MERGER**

FEB - 8 1999

**BILL JONES, Secretary of State**

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated December 17, 1998, among the entities set forth on Schedule A attached hereto (each a "Merging Entity" and collectively the "Merging Entities"), and TICKETMASTER L.L.C., a Delaware limited liability company ("TM L.L.C." or the "Surviving Entity").

**W I T N E S S E T H:**

WHEREAS, the Merging Entities have authorized capital consisting of that which is set forth on Schedule A opposite each Merging Entity's name, of which all issued and outstanding stock is owned by Ticketmaster Corporation, an Illinois corporation ("TM Corp.");

WHEREAS, all of the membership interests in TM L.L.C. are owned by TM Corp.; and

WHEREAS, the parties have determined that it is advisable and in each of their best interests that the Merging Entities be merged with and into TM L.L.C. pursuant to Section 264 of the Delaware General Corporation Law, as amended (the "DGCL"), and Section 18-209 of the Delaware Limited Liability Company Act, as amended (the "DLLCA" and, collectively with the DGCL, the "Delaware Laws"), and on the terms and conditions hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Terms of Merger.** Subject to the terms and conditions hereof, as of the Effective Time, as set forth in Section 2, the Merging Entities shall be merged with and into TM L.L.C., all in accordance with the applicable provisions of the Delaware Laws. The merger of the Merging Entities into TM L.L.C. is hereinafter referred to as the "Merger."

2. **Effective Time.** As soon as practicable, the parties hereto shall cause articles or certificates of merger, as appropriate, and any other necessary or desirable documents to be filed with the appropriate authority in their respective jurisdictions of organization. The Merger shall be effective at 11:59 p.m. Eastern Standard Time on December 31, 1998 (the "Effective Time").

3. **Effects of the Merger.** The Merger shall have effects set forth in the applicable provisions of the Delaware Laws.

4. **Cancellation or Exchange of Shares.** By virtue of the Merger and without any action on the part of the parties hereto, the status of the shares of the Merging Entities and the membership interests in TM L.L.C. shall be as follows:

(a) The Merging Entities. Each share of common stock of the Merging Entities issued and outstanding immediately prior to the Merger shall be cancelled and no cash, securities or other property shall be issued in exchange therefor. All certificates representing such shares of common stock shall be surrendered to the Surviving Entity for cancellation.

(b) TM L.L.C. Each membership interest in TM L.L.C. outstanding immediately prior to the Merger shall remain outstanding without change.

#### 5. Surviving Entity.

(a) As of the Effective Time, the Certificate of Formation of TM L.L.C. shall be the Certificate of Formation of the Surviving Entity.

(b) As of the Effective Time, the Limited Liability Company Agreement of TM L.L.C. shall be the Limited Liability Company Agreement of the Surviving Entity.

(c) As of the Effective Time, the managers and officers of TM L.L.C. shall become the managers and officers of the Surviving Entity until their successors are duly elected and qualified in accordance with the Limited Liability Company Agreement of the Surviving Entity and Delaware law.


(d) The registered office of the Surviving Entity 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.

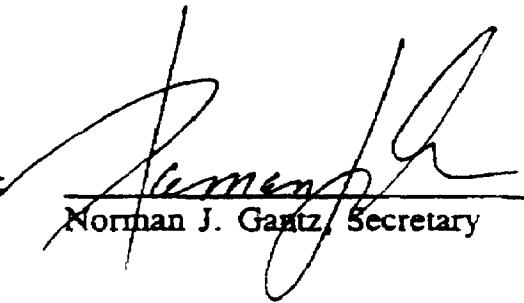
(e) The Surviving Entity is a foreign limited liability company that desires to transact business in the jurisdiction of incorporation of each Merging Entity and is qualified as a foreign limited liability company in each such jurisdiction. The Surviving Entity does hereby agree that it may be served with process in each state in which a Merging Entity is incorporated in a proceeding for the enforcement of an obligation of each Merging Entity and the Surviving Entity and in a proceeding for the enforcement of the rights of a dissenting shareholder of each Merging Entity and against the Surviving Entity; does hereby irrevocably appoint the Secretary of State of each state of incorporation of each Merging Entity as its agent to accept service of process in any proceeding; and does hereby agree that it will properly pay the dissenting shareholders of each Merging Entity the amount, if any, to which they are entitled under the provisions of such state statutes of each Merging Entity with respect to the rights of dissenting shareholders. The address to which process may be forwarded is 3701 Wilshire Boulevard, 7th Floor, Las Angeles, California 90010.

6. Termination. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time or the filing date, as applicable in each jurisdiction, by the consent of the Boards of Directors of the Merging Entities and the Management Committee of TM L.L.C.

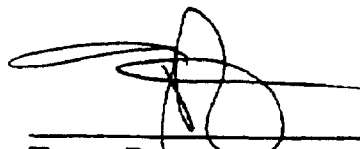
IN WITNESS WHEREOF, this Agreement has been duly executed on behalf of each of the parties hereto on the date first above written.

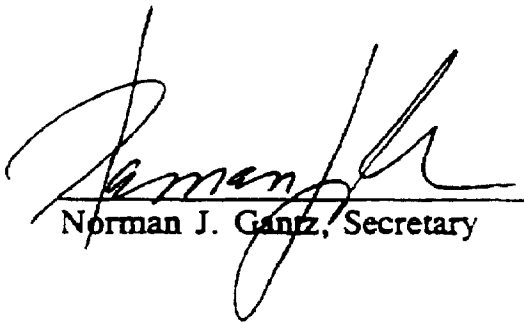
ENTERTAINMENT STRATEGIES, LTD., a California corporation

By:   
\_\_\_\_\_  
Terry Barnes  
President


By:   
\_\_\_\_\_  
Norman J. Gantz, Secretary

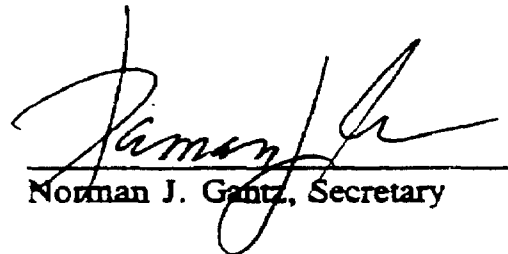
MFG MANAGEMENT CORPORATION, an Illinois corporation

By:   
\_\_\_\_\_  
Terry Barnes  
President

By:   
\_\_\_\_\_  
Norman J. Gantz, Secretary

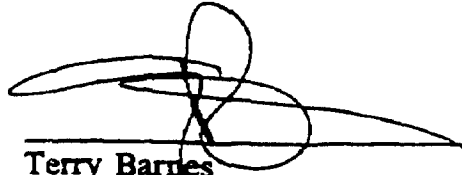
TICKETMASTER ADVERTISING COMPANY, an Illinois corporation

By:   
\_\_\_\_\_  
Terry Barnes  
President

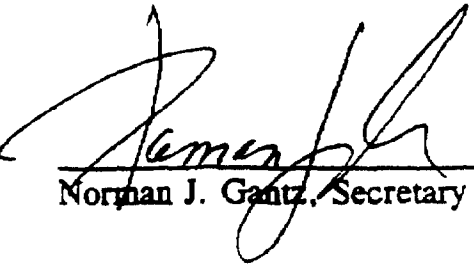
By:   
\_\_\_\_\_  
Norman J. Gantz, Secretary

TICKETMASTER - CALIFORNIA, INC., a  
California corporation

By:

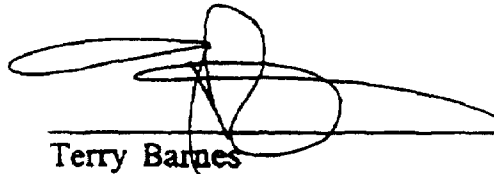
  
\_\_\_\_\_  
Terry Barnes  
President

By:

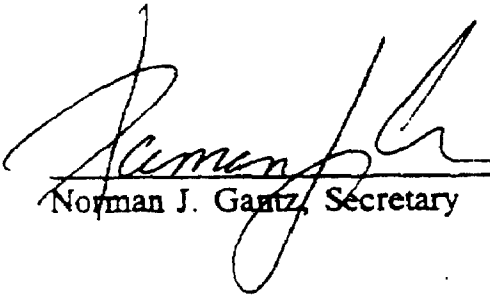
  
\_\_\_\_\_  
Norman J. Gantz, Secretary

TICKETMASTER - COLORADO, INC., a  
Colorado corporation

By:

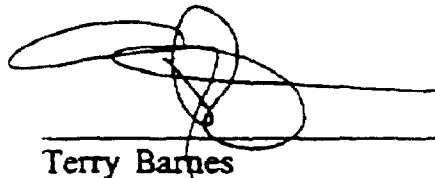
  
\_\_\_\_\_  
Terry Barnes  
President

By:

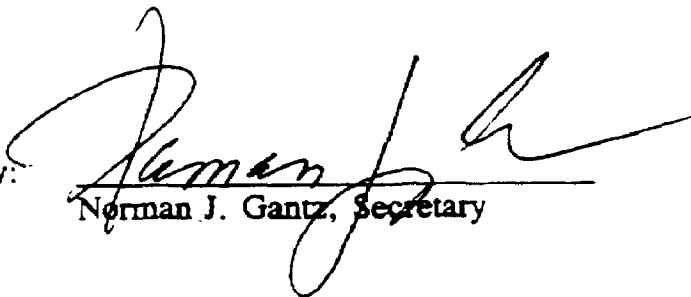
  
\_\_\_\_\_  
Norman J. Gantz, Secretary

TICKETMASTER - CHICAGO, INC., an Illinois  
corporation

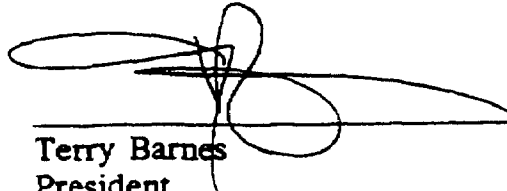
By:

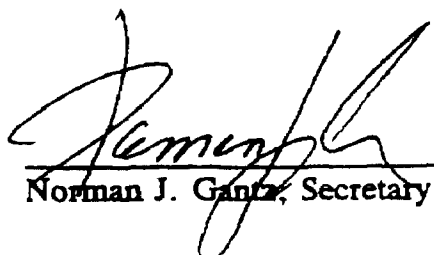
  
\_\_\_\_\_  
Terry Barnes  
President

By:

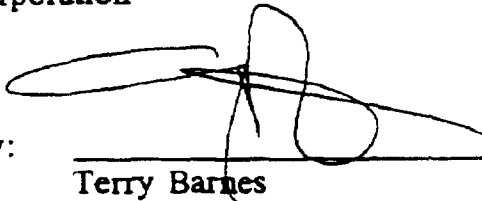
  
\_\_\_\_\_  
Norman J. Gantz, Secretary

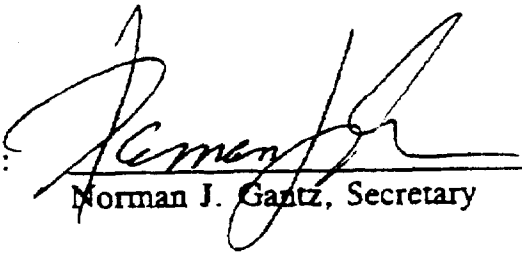
TICKETMASTER CORPORATION OF WASHINGTON, a Washington corporation

By:   
Terry Barnes  
President

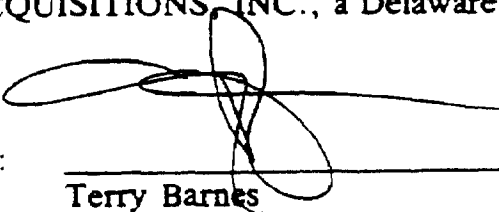
By:   
Norman J. Gantz, Secretary

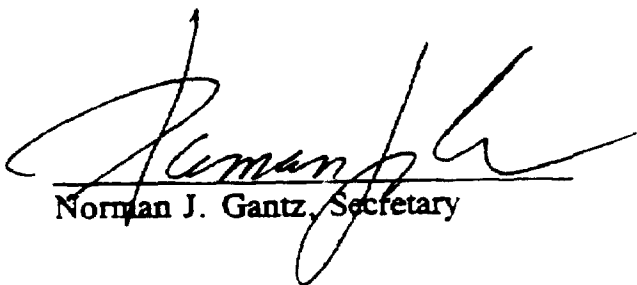
TICKETMASTER-DIRECT, INC., a Delaware corporation

By:   
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

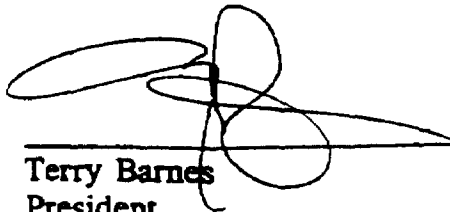
TICKETMASTER DIRECT SOFTWARE ACQUISITIONS, INC., a Delaware corporation

By:   
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

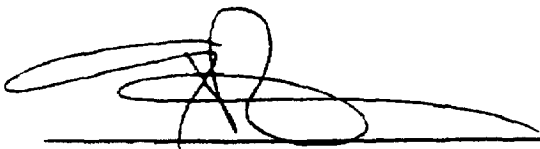


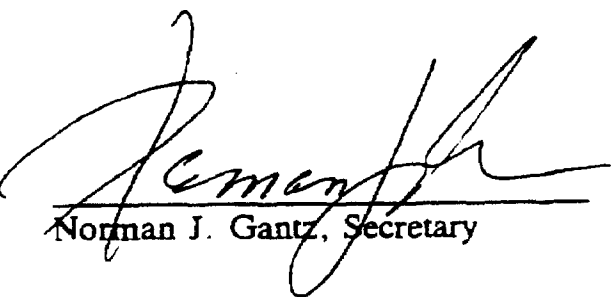
TICKETMASTER EUROPE, INC., a Delaware corporation

By:   
Terry Barnes  
President


By:   
Norman J. Gantz, Secretary

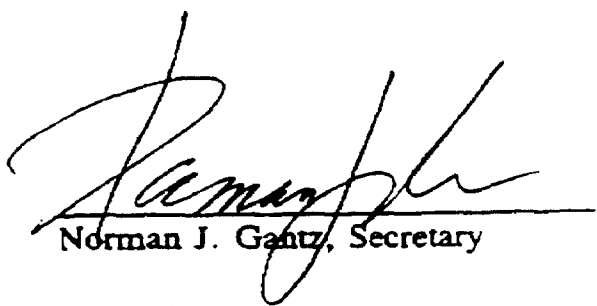
TICKETMASTER-FLOWERS, INC., a California corporation

By:   
Terry Barnes  
President

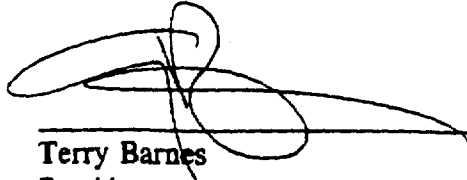
By:   
Norman J. Gantz, Secretary

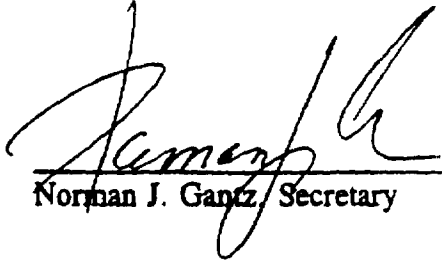
TICKETMASTER GEORGIA HOLDINGS CORP., a Georgia corporation

By:   
Terry Barnes  
President

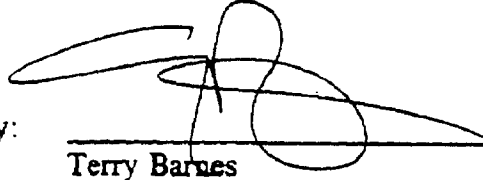
By:   
Norman J. Gantz, Secretary

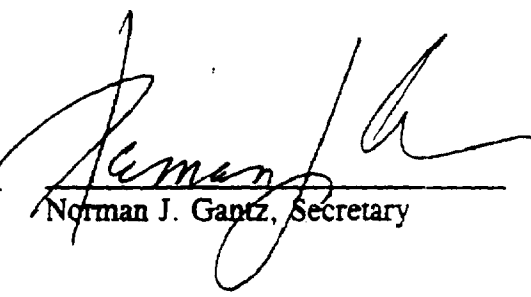
TICKETMASTER-GEORGIA, INC., a Georgia corporation

By:   
Terry Barnes  
President

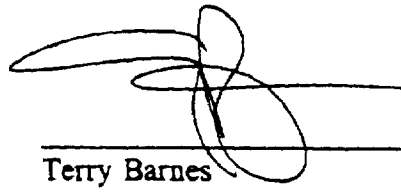
By:   
Norman J. Gantz, Secretary

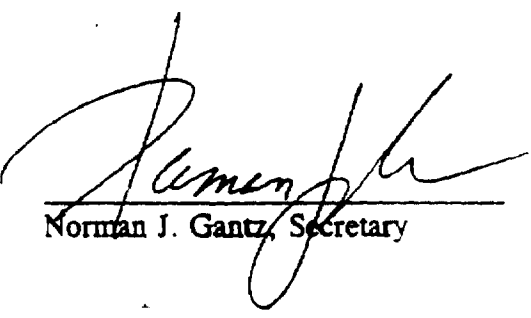
TICKETMASTER GOLF ACQUISITION, INC., a Delaware corporation

By:   
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

TICKETMASTER-LAS VEGAS, INC., a Nevada corporation

By:   
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

TICKETMASTER LEISURE SERVICES, INC., a Delaware corporation


By:



---

Terry Barnes  
President

By:

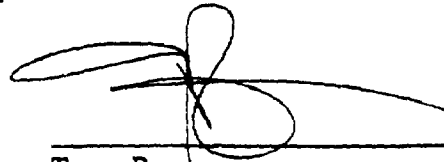


---

Norman J. Gantz, Assistant Secretary

TICKETMASTER MARKETING, INC., an Illinois corporation

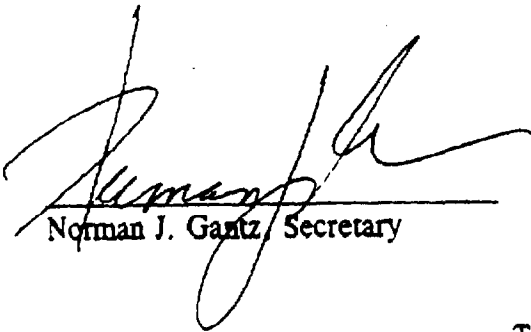
By:



---

Terry Barnes  
President

By:




---

Norman J. Gantz, Secretary

TICKETMASTER MERCHANDISING CORPORATION, a California corporation

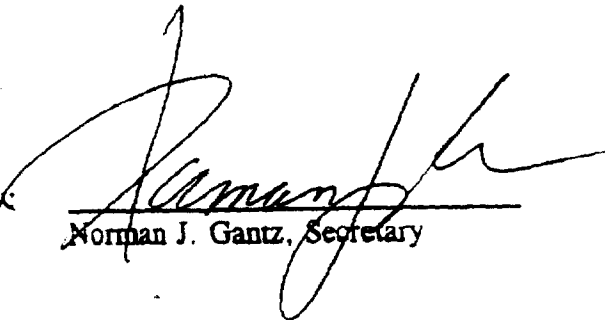
By:



---

Terry Barnes  
President

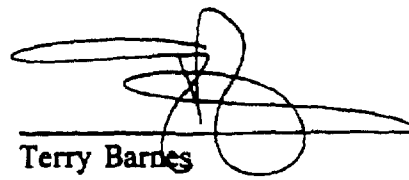
By:

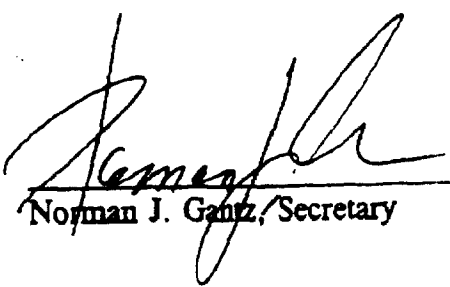


---

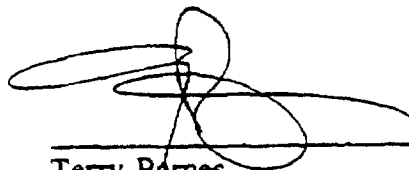
Norman J. Gantz, Secretary

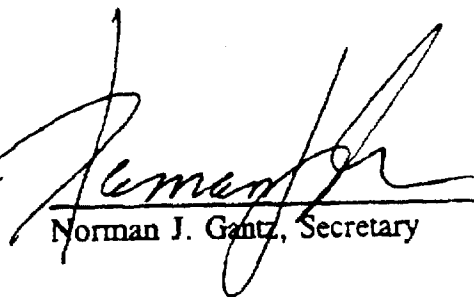
TICKETMASTER-MICHIGAN, INC., a Michigan corporation

By:   
Terry Barnes  
President

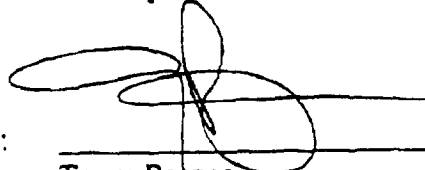
By:   
Norman J. Gantz, Secretary

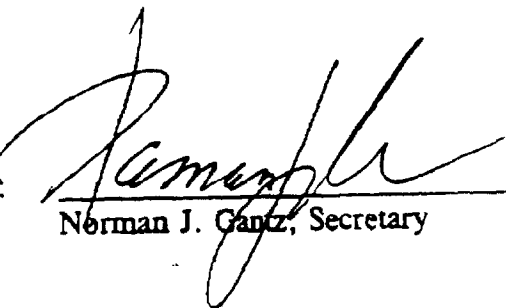
TICKETMASTER - MIDWEST, INC., a Minnesota corporation

By:   
Terry Barnes  
President

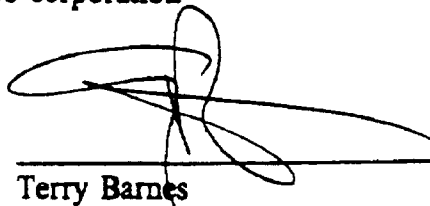
By:   
Norman J. Gantz, Secretary

TICKETMASTER - NASHVILLE, INC., a Tennessee corporation

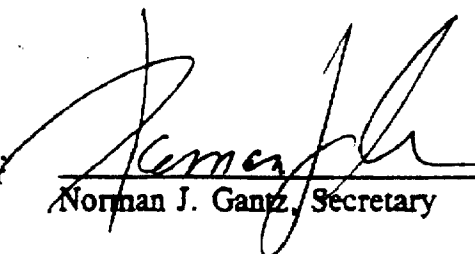
By:   
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

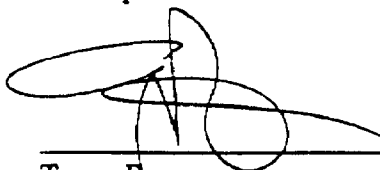
TICKETMASTER-NEW MEXICO, INC., a New Mexico corporation



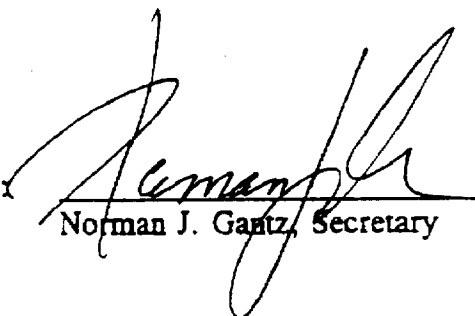
By: \_\_\_\_\_  
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

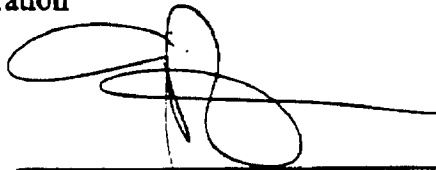
TICKETMASTER-NEW ORLEANS, INC., a Louisiana corporation



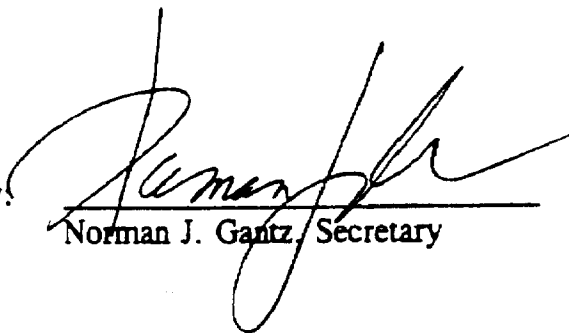
By: \_\_\_\_\_  
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

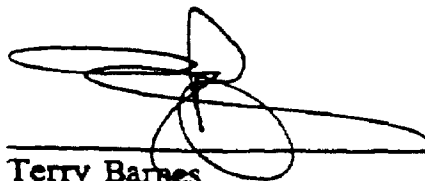
TICKETMASTER-OHIO, INC., an Ohio corporation



By: \_\_\_\_\_  
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

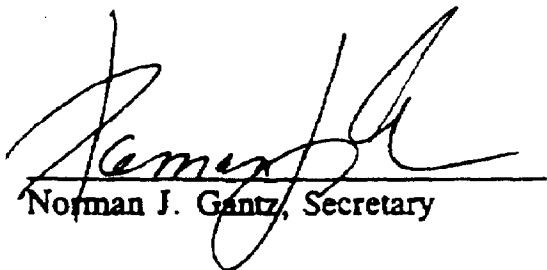
TICKETMASTER PUBLICATIONS INC., a Delaware corporation



By:

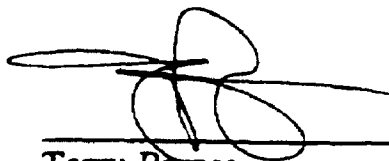
Terry Barnes  
President

By:



Norman J. Gantz, Secretary

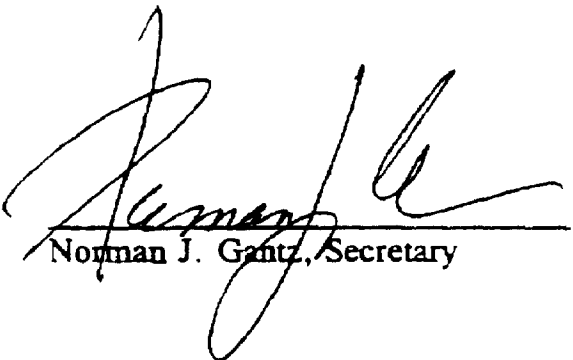
TICKETMASTER TECHNOLOGIES INC., an Arizona corporation



By:

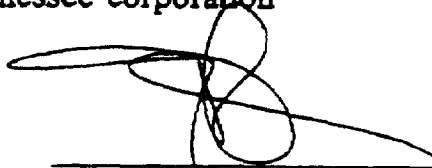
Terry Barnes  
President

By:



Norman J. Gantz, Secretary

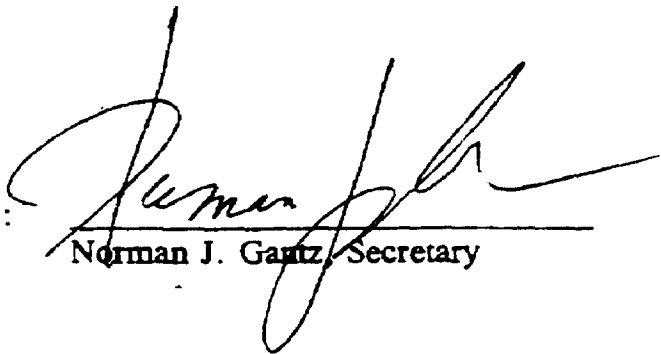
TICKETMASTER-TENNESSEE, INC., a Tennessee corporation



By:

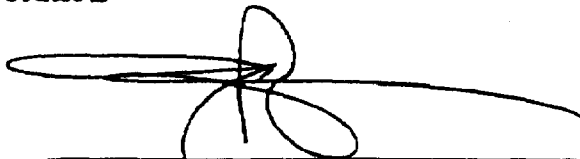
Terry Barnes  
President

By:

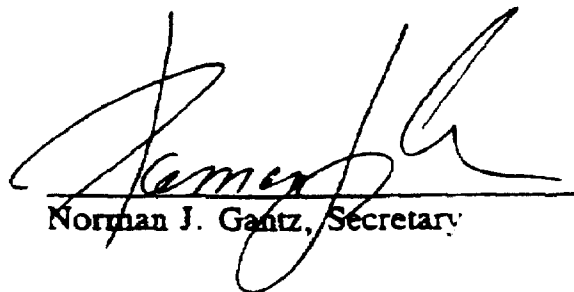


Norman J. Gantz, Secretary

TM MOVIE TIX HOLDINGS, INC., a Delaware corporation



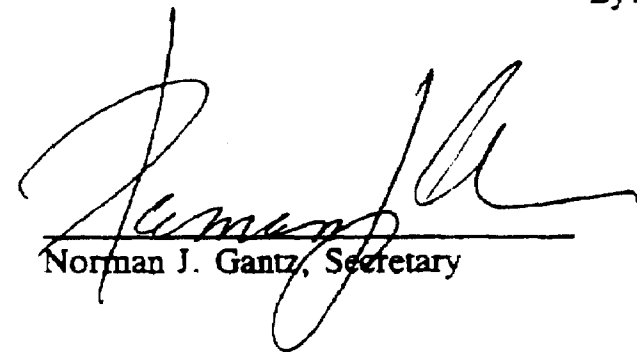
By: \_\_\_\_\_  
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

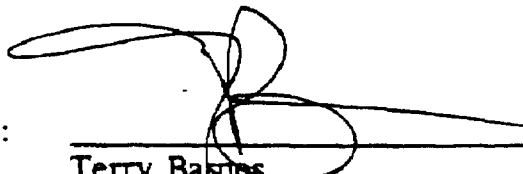
TM TELL LTD., a Delaware corporation



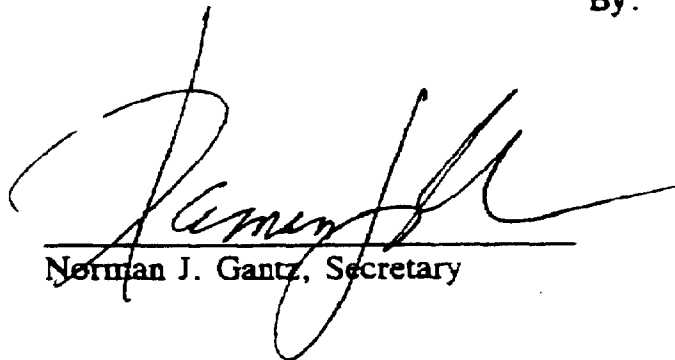
By: \_\_\_\_\_  
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

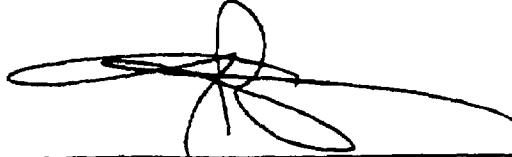
TM WASHINGTON TICKETING, INC., a Washington corporation



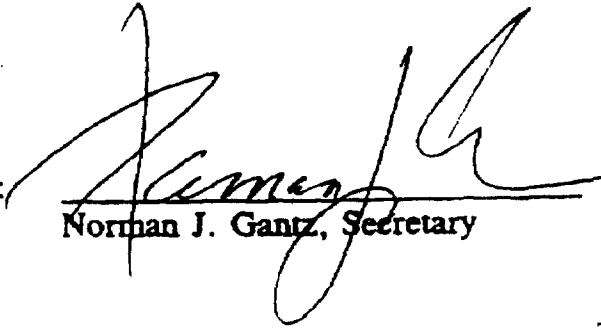
By: \_\_\_\_\_  
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

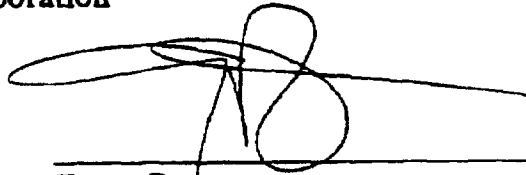
TMC CONSULTANTS, INC., an Illinois corporation



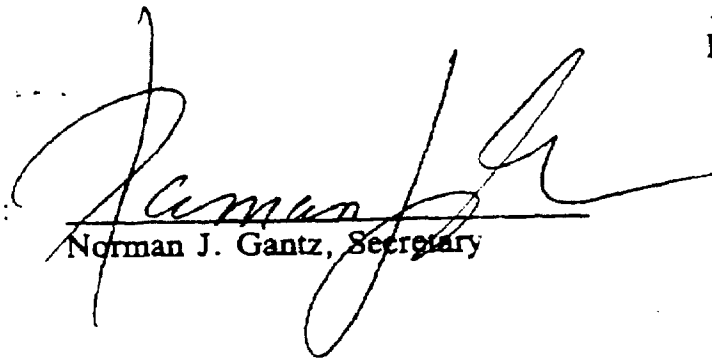
By: \_\_\_\_\_  
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary

TM/VIDEO INTERNATIONAL, INC., a Delaware corporation

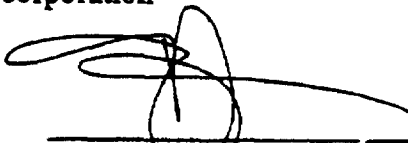


By: \_\_\_\_\_  
Terry Barnes  
President

By:   
Norman J. Gantz, Secretary



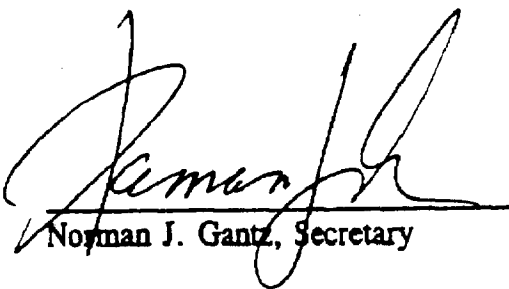
TICKETMASTER-NEW YORK, INC., a New York corporation



By:

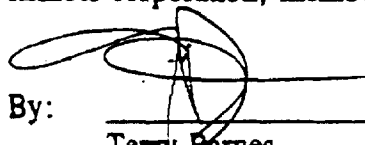
Terry Barnes  
President

By:

  
Norman J. Gantz, Secretary

TICKETMASTER L.L.C., a Delaware limited liability company

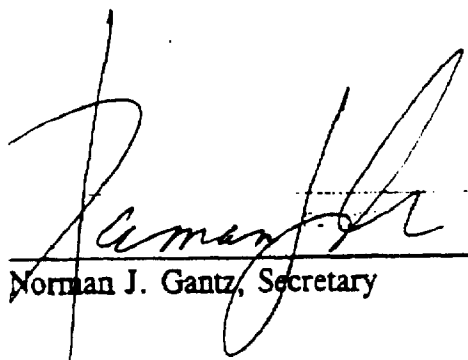
By: TICKETMASTER CORPORATION, an Illinois corporation, member



By:

Terry Barnes  
President

By:

  
Norman J. Gantz, Secretary

**SCHEDULE A**

<b>Ticketmaster Entity</b>	<b>State of Incorporation</b>	<b>Authorized Shares</b>	<b>Par Value Per Share</b>	<b>Issued Shares</b>
Entertainment Strategies, Ltd.	California	1,000	no par value	1,000
MFG Management Corporation	Illinois	1,000	no par value	100
Ticketmaster Advertising Company	Illinois	1,000	\$1.00 par value	1,000
Ticketmaster - California, Inc.	California	1,000	\$1.00 par value	1,000
Ticketmaster - Chicago, Inc.	Illinois	1,000	\$1.00 par value	1,000
Ticketmaster - Colorado, Inc.	Colorado	1,000	\$1.00 par value	1,000
Ticketmaster Corporation of Washington	Washington	1,000	no par value	1,000
Ticketmaster-Direct, Inc.	Delaware	1,000	no par value	100
Ticketmaster Direct Software Acquisitions, Inc.	Delaware	1,000	no par value	100
Ticketmaster Europe, Inc.	Delaware	1,000	no par value	100
Ticketmaster-Flowers, Inc.	California	1,000	no par value	100
Ticketmaster Georgia Holdings Corp.	Georgia	1,000	no par value	100
Ticketmaster-Georgia, Inc.	Georgia	1,000	no par value	1,000
Ticketmaster Golf Acquisition, Inc.	Delaware	1,000	no par value	100
Ticketmaster-Las Vegas, Inc.	Nevada	1,000	no par value	1,000
Ticketmaster Leisure Services, Inc.	Delaware	1,000	no par value	100
Ticketmaster Marketing, Inc.	Illinois	1,000	no par value	100
Ticketmaster Merchandising Corporation	California	1,000	no par value	100
Ticketmaster-Michigan, Inc.	Michigan	50,000	\$1.00 par value	400

TRADEMARK

REEL: 002753 FRAME: 0112

Ticketmaster Entity	State of Incorporation	Authorized Shares	Par Value Per Share	Issued Shares
Ticketmaster - Midwest, Inc.	Minnesota	1,000	no par value	1,000
Ticketmaster - Nashville, Inc.	Tennessee	1,000	no par value	100
Ticketmaster-New Mexico, Inc.	New Mexico	1,000	no par value	100
Ticketmaster-New Orleans, Inc.	Louisiana	1,000	no par value	100
Ticketmaster-New York, Inc.	Delaware	100	\$1.00 par value	100
Ticketmaster-Ohio, Inc.	Ohio	100	no par value	100
Ticketmaster Publications Inc.	Delaware	1,000	no par value	1,000
Ticketmaster Technologies Inc.	Arizona	1,000	no par value	100
Ticketmaster-Tennessee, Inc.	Tennessee	1,000	no par value	1,000
TM Movie Tix Holdings, Inc.	Delaware	1,000	no par value	100
TM Tell Ltd.	Delaware	1,000	no par value	100
TM Washington Ticketing, Inc.	Washington	1,000	no par value	100
TMC Consultants, Inc.	Illinois	1,000	\$1.00 par value	1,000
TM/Video International, Inc.	Delaware	1,000	no par value	1,000


**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

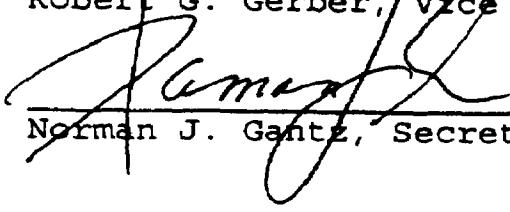
Robert G. Gerber and Norman J. Gantz, state and certify that:

1. They are the Vice President and Secretary, respectively, of Entertainment Strategies, Ltd., a California corporation.
2. The Agreement and Plan of Merger (the "Agreement of Merger") in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 1,000.
4. The shareholder percentage vote required for the aforesaid approval was 100% which equalled or exceeded percentage vote required.
5. The principal terms of the Agreement of Merger in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Chicago in the State of Illinois, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on December 8, 1998.

  
\_\_\_\_\_  
Robert G. Gerber, Vice President

  
\_\_\_\_\_  
Norman J. Gantz, Secretary

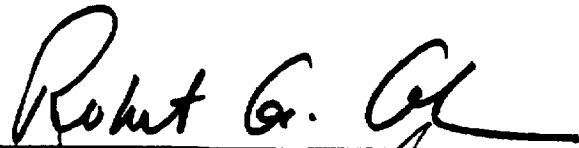
## CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Robert G. Gerber and Norman J. Gantz, state and certify that:

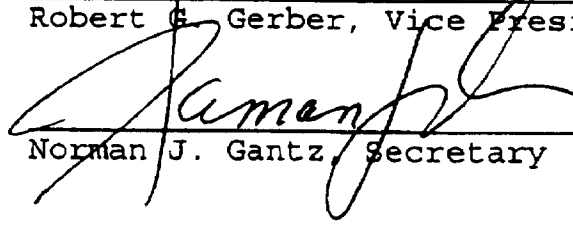
1. They are the Vice President and Secretary, respectively, of Ticketmaster - California, Inc., a California corporation.
2. The Agreement and Plan of Merger (the "Agreement of Merger") in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There is only one class of shares and the total number of outstanding shares is 1,000.
4. The shareholder percentage vote required for the aforesaid approval was 100% which equalled or exceeded percentage vote required.
5. The principal terms of the Agreement of Merger in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Chicago in the State of Illinois, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on December 8, 1998.



Robert G. Gerber, Vice President



Norman J. Gantz, Secretary

C:\56862\7263N\0121\107

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

Robert G. Gerber and Norman J. Gantz, state and certify that:

1. They are the Vice President and Secretary, respectively, of Ticketmaster-Flowers, Inc., a California corporation.

2. The Agreement and Plan of Merger (the "Agreement of Merger") in the form attached was duly approved by the Board of Directors and shareholders of the corporation.

3. There is only one class of shares and the total number of outstanding shares is 100.

4. The shareholder percentage vote required for the aforesaid approval was 100% which equalled or exceeded percentage vote required.

5. The principal terms of the Agreement of Merger in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

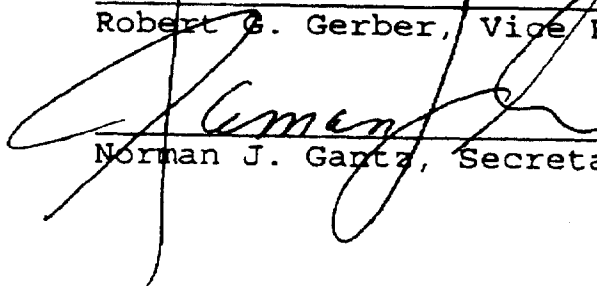
On the date set forth below, in the City of Chicago in the State of Illinois, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.



Signed on December 8, 1998.



Robert G. Gerber, Vice President



Norman J. Gantz, Secretary

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER**

Robert G. Gerber and Norman J. Gantz, state and certify that:

1. They are the Vice President and Secretary, respectively, of Ticketmaster Merchandising Corporation, a California corporation.

2. The Agreement and Plan of Merger (the "Agreement of Merger") in the form attached was duly approved by the Board of Directors and shareholders of the corporation.

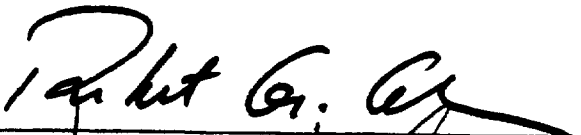
3. There is only one class of shares and the total number of outstanding shares is 100.

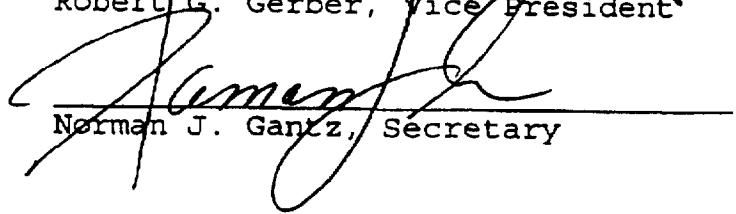
4. The shareholder percentage vote required for the aforesaid approval was 100% which equalled or exceeded percentage vote required.

5. The principal terms of the Agreement of Merger in the form attached were approved by the corporation by a vote of the number of shares which equaled or exceeded the vote required.

On the date set forth below, in the City of Chicago in the State of Illinois, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on December 8, 1998.

  
Robert G. Gerber, Vice President

  
Norman J. Gantz, Secretary



State of California  
Secretary of State  
Bill Jones

**LIMITED LIABILITY COMPANY - CERTIFICATE OF MERGER**

WHEN COMPLETING FORM, PLEASE TYPE OR PRINT IN BLACK INK.

THIS SPACE FOR FILING USE ONLY

1. Name of surviving entity: Ticketmaster L.L.C.	2. Type of entity: limited liability company	3. File number:	4. Jurisdiction of organization: Delaware
5. Name of disappearing entity: See Attachment A	6. Type of entity:	7. File number:	8. Jurisdiction of organization:

9. If a vote was required pursuant to Section 17551 or Section 1200 et seq., enter each class entitled to vote and the percentage of vote required:

Surviving Entity		Disappearing Entity	
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required
No classes	100%	See Attachment B	

10. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required:  Yes  No

11. Requisite changes to the information set forth in the articles of organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.

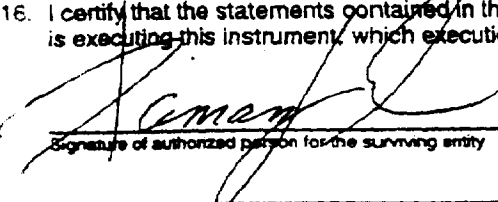
12. Principal business address of the surviving foreign limited liability company or other business entity:

Address: 3701 Wilshire Boulevard, 7th Floor  
City: Los Angeles State: California Zip Code: 90010

13. Other information required to be stated in the certificate of merger pursuant to the laws under which each constituent other business entity was organized. Attach additional pages if necessary.

14. Future effective date, if any: \_\_\_\_\_ 15. Number of pages attached, if any: 3

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed. Attach additional signature pages, if necessary.

 _____ Signature of authorized person for the surviving entity	Norman J. Gantz, Secretary of Ticketmaster Corporation, member _____ Type or print name and title of person signing
_____ Signature of authorized person for the surviving entity	_____ Type or print name and title of person signing
_____ Signature of authorized person for the disappearing entity	_____ Type or print name and title of person signing
_____ Signature of authorized person for the disappearing entity	_____ Type or print name and title of person signing

ATTACHMENT A

Name of disappearing entity:	Type of entity:	File Number:	Jurisdiction of organization:
Entertainment Strategies, Ltd.	Corporation	1826208	California
Ticketmaster - California, Inc.	Corporation	01132499	California
Ticketmaster-Flowers, Inc.	Corporation	2030833	California
Ticketmaster Merchandising Corporation	Corporation	1657343	California

C: 56861\7263N\ATT-A.CA

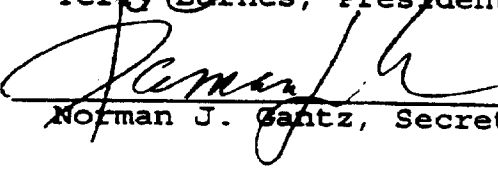
ATTACHMENT B

Entertainment Strategies, Ltd.	100Z
Ticketmaster - California, Inc.	100Z
Ticketmaster-Flowers, Inc.	100Z
Ticketmaster Merchandising Corporation	100Z

Signatures of authorized persons for the disappearing entities:

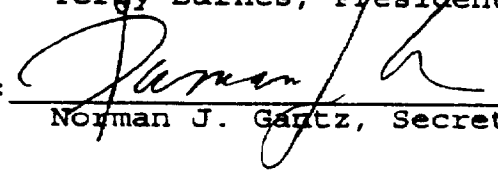
ENTERTAINMENT STRATEGIES, LTD.

By:   
Terry Barnes, President


By:   
Norman J. Gantz, Secretary

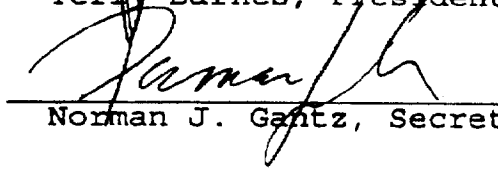
TICKETMASTER - CALIFORNIA, INC.

By:   
Terry Barnes, President

By:   
Norman J. Gantz, Secretary

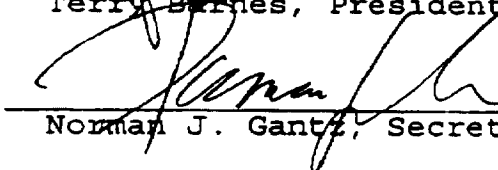
TICKETMASTER-FLOWERS, INC.

By:   
Terry Barnes, President

By:   
Norman J. Gantz, Secretary

TICKETMASTER MERCHANDISING CORPORATION

By:   
Terry Barnes, President

By:   
Norman J. Gantz, Secretary

C:\56861\7263N\SIGN.BLK

