

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
coolsavings.com inc.		09/20/2001	CORPORATION: MICHIGAN

RECEIVING PARTY DATA	
Name:	CoolSavings, Inc.
Street Address:	360 North Michigan Avenue, 19th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60601
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2219173	DINELINE
Registration Number:	2219172	EVENTSLINE
Registration Number:	2148278	COOLSAVINGS
Registration Number:	2209627	COOLTRAVEL
Registration Number:	2209744	COOLMALLS
Registration Number:	2215402	COOLCATALOGS
Registration Number:	2211836	COOLSAMPLES
Registration Number:	2327885	
Registration Number:	2349629	COOLDINING
Registration Number:	2491781	COOLNEIGHBORHOODS
Registration Number:	2337763	COOLGROCERS
Registration Number:	2340345	COOLSUPERMARKETS
Registration Number:	2340342	COOLCAMPUS
Registration Number:	2340344	COOLEVENTS
Registration Number:	2337762	COOLCOLLEGES

CH \$515.00 2219173

Registration Number:	2414799	SAVINGSCENTER
Registration Number:	2356863	COOLSAVINGS COUPON MANAGER
Registration Number:	2311614	SQUEALS OF THE DAY
Registration Number:	2628682	SAVE. THEN SHOP.
Serial Number:	76303877	REWARDS WHENEVER YOU SHOP

**CORRESPONDENCE DATA**

Fax Number: (312)236-0379

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 3122360733

Email: ryan@nshn.com

Correspondent Name: Thomas G. Scavone

Address Line 1: 181 West Madison Street - Suite 4600

Address Line 2: Niro, Scavone, Haller & Niro

Address Line 4: Chicago, ILLINOIS 60602

ATTORNEY DOCKET NUMBER:	COOLSAVINGS
NAME OF SUBMITTER:	Elizabeth L. Ryan

**Total Attachments: 5**

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# Michigan Department of Consumer and Industry Services

## Filing Endorsement

*This is to Certify that the MERGER DOCUMENT*

*for*

*COOLSAVINGS.COM INC.*

*ID NUMBER: 196828*

*received by facsimile transmission on September 25, 2001 is hereby endorsed*

*Filed on September 25, 2001 by the Administrator.*

*The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 25th day of September, 2001.*



*, Director*

*Bureau of Commercial Services*

Sent by Facsimile Transmission 01748

FROM CORPORATION TRUST WILM TEAM #4

(TUE) 9.25' 01 11:55/ST. 11:55/NO. 4863796672 P 2

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"COOLSAVINGS.COM INC.", A MICHIGAN CORPORATION, WITH AND INTO "COOLSAVINGS, INC." UNDER THE NAME OF "COOLSAVINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2001, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

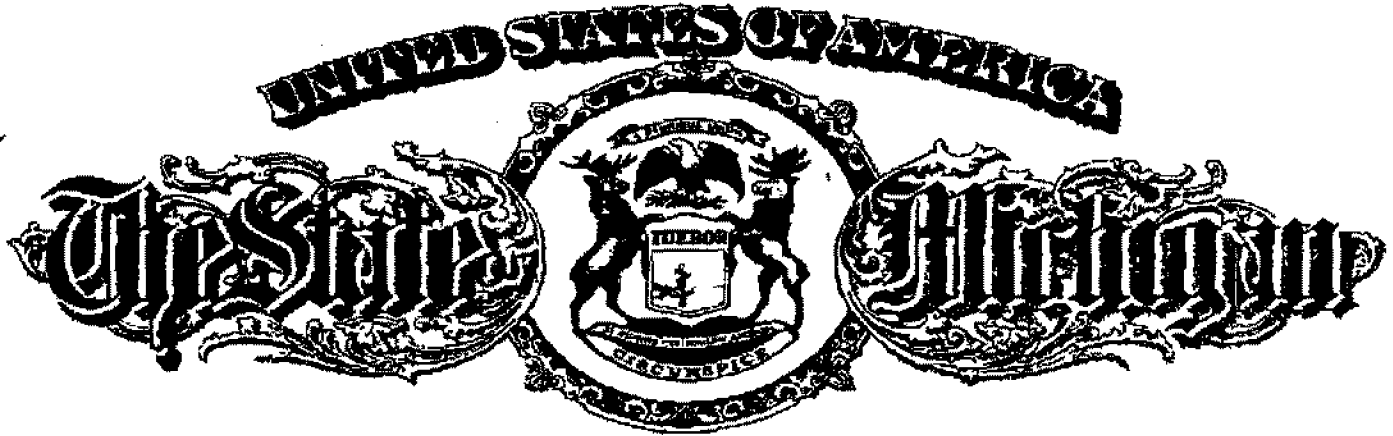
3420016 8330

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AUTHENTICATION: 1357731

DATE: 09-25-01

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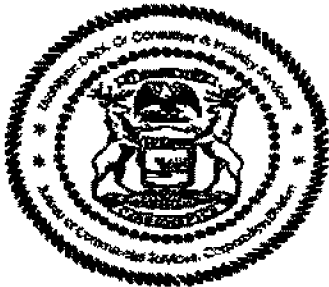


**Michigan Department of Consumer and Industry Services**

**Lansing, Michigan**

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



Sent by Facsimile Transmission  
643249

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 25th day of September, 2001*

*Andrew S. Mitchell*, Director  
Bureau of Commercial Services

**CERTIFICATE OF MERGER  
OF  
COOLSAVINGS.COM INC., A MICHIGAN CORPORATION  
AND  
COOLSAVINGS, INC., A DELAWARE CORPORATION**

**FIRST:** The name and state of incorporation of each of the constituent corporations involved in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Michigan ID Number</u>
coolsavings.com inc.	Michigan	196828
CoolSavings, Inc.	Delaware	643249

**SECOND:** An Agreement and Plan of Merger (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Section 252 of the Delaware General Corporation Law.

**THIRD:** The merger is permitted pursuant to Sections 450.1711 through 450.1713 of Michigan Business Corporation Act 284, Public Acts of 1972.

**FOURTH:** The name of the surviving corporation is CoolSavings, Inc., a Delaware corporation, Michigan ID# 643249 (the "Surviving Corporation").

**FIFTH:** The Certificate of Incorporation of the Surviving Corporation immediately prior to the merger shall remain in effect as the Certificate of Incorporation of the Surviving Corporation.

**SIXTH:** The merger shall be effective upon the filing of this Certificate of Merger.

**SEVENTH:** A copy of the Merger Agreement is on file at 360 N. Michigan Avenue, 19<sup>th</sup> Floor, Chicago, IL 60601, the principal place of business of the Surviving Corporation.

**EIGHTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

**NINTH:** The authorized capital stock of coolsavings.com inc. consists of 100,000,000 shares of common stock, no par value, and 10,000,000 shares of preferred stock, no par value. The authorized capital stock of CoolSavings, Inc. consists of 379,000,000 shares of common stock, par value \$0.001, and 271,000,000 shares of preferred stock, par value \$0.001, of which one share of common stock, representing all issued and outstanding shares of common stock, is owned by coolsavings.com inc.

**TENTH:** Pursuant to the Merger Agreement, each share of coolsavings.com inc. common stock issued and outstanding immediately prior to the merger shall, by virtue of

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the merger, be converted into one (1) fully-paid and non-assessable share of common stock of CoolSavings, Inc.

IN WITNESS WHEREOF, the undersigned have each caused this Certificate to be executed by an authorized officer on the 20th day of September, 2001.

CoolSavings, Inc.

By:   
Name: Matthew Moog  
Title: President and Chief Executive

coolsavings.com inc.

By:   
Name: Matthew Moog  
Title: President and Chief Executive

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