

FORM PTO-1594 (Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Atty Docket No. 52962.287319

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

1. Name of conveying party(ies):

IWIN.COM, INC.

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

Additional names(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 18, 2003

2. Name and address of receiving party(ies)

Name: **Uproar Inc.**

Internal Address: **Suite 2000**

Street Address: **15260 Ventura Boulevard**

City: **Sherman Oaks** State: **CA** Zip: **91403**

- 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 N/A

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE

Additional numbers attached? Yes No

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

Name: William H. Brewster

Internal Address: Kilpatrick Stockton LLP

Street Address: 1100 Peachtree St., Suite 2800

City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

11-0860

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Valetta A. Northcutt
Name of Person Signing

Valetta Northcutt
Signature

7/14/04
Date

Total number of pages including cover sheet, attachments, and document: 3

CH \$165.00 110860 2552008

SCHEDULE OF TRADEMARK REGISTRATIONS/APPLICATIONS

	TRADEMARK	REG. NO.
1.	EXTREME LOTTO	2,552,008
2.	EXTREME LOTTO & Design	2,546,343
3.	IWIN.COM	2,637,945
4.	IWIN.COM & Design	2,657,867
5.	IWIN.COM Design	2,484,979
6.	X LOTTO & Design	2,546,396

CERTIFICATE OF OWNERSHIP AND MERGER
OF
IWIN.COM, INC.
(a Delaware corporation)
INTO
UPROAR INC.
(a Delaware corporation)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:01 PM 03/19/2003
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It is hereby certified that:

1. Uproar Inc. hereinafter sometimes referred to as the "Corporation" is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the stock of Iwin.com, Inc., which is also a business corporation of the State of Delaware.

3. On February 22, 2003, the Board of Directors of the Corporation adopted the following resolutions to merge Iwin.com, Inc. into the Corporation:

"RESOLVED that Iwin.com, Inc. be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of Iwin.com, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Iwin.com, Inc. in its name.

RESOLVED that this Corporation shall assume all of the obligations of Iwin.com, Inc.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction."

Executed on March 18, 2003

UPROAR INC.

By: /s/ Mark C. Hornor
Mark C. Hornor, Secretary

NSDA20494.1