

Form PTO-1594
(rev 06/04)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):
JUNO ONLINE SERVICES, L.P.
120 West 45th Street
New York, NY 10036
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State
 Other
 Citizenship **Delaware**
 Execution Date(s) **March 1, 1999**
 Additional name(s) of conveying party(ies) attached? Yes No

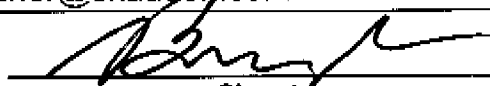
2. Name and Address of receiving party(ies)
 Additional name(s) & address(es) attached? Yes No
 Name: **JUNO ONLINE SERVICES, INC.**
 Internal Address: _____
 Street Address: **120 West 45th Street**
 City: **New York**
 State: **NY**
 Country: _____ Zip: **10036**
 Association - Citizenship _____
 General Partnership - Citizenship _____
 Limited Partnership - Citizenship _____
 Corporation - Citizenship **Delaware**
 Other _____
 Citizenship _____
 If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Government Interest Assignment
 Other _____

4. Application number(s) or registration number(s):
 A. Trademark Application No(s).
 B. Trademark Registration No(s).
 2233188
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Bruce J. Goldner Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
 Tel: (212) 735-3000
 Fax: (212) 735-2000
 bgoldner@skadden.com

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 1.21(h) and 3.41) \$40
 All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 076940/8)
8. Payment Information
 Deposit Account No. **19-2385**
 Authorized user Name: **Michael McGuire**

9. Signature.  **December 13, 2004**
 Signature Date
 Bruce J. Goldner
 Name of Person Signing
 Total number of pages including cover sheet, and documents: **4**

GH \$40.00 192385 2233188

Delaware

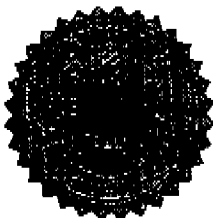
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"JUNO ONLINE SERVICES, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "JUNO ONLINE SERVICES, INC." UNDER THE NAME OF "JUNO ONLINE SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 1999, AT 1 O'CLOCK P.M.



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040897063

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3541493

TRADEMARK
DATE: 12-13-04

REEL: 002992 FRAME: 0074

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 01:00 PM 03/01/1999
 991079097 - 2640509

CERTIFICATE OF MERGER

OF

JUNO ONLINE SERVICES, L.P.

with and into

JUNO ONLINE SERVICES, INC.

**(Under Section 263 of the General Corporation Law
 of the State of Delaware and Section 17-211 of the
 Delaware Revised Uniform Limited Partnership Act)**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, 8 Del.C. §101, et seq. (the "GCL"),

DOES HEREBY CERTIFY:

FIRST: The names and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Juno Online Services, Inc.	Delaware
Juno Online Services, L.P.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 263(e) of the GCL, Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, 6 Del.C. § 17-101, et seq., and, with respect to Juno Online Services, Inc., Section 228 of the GCL.

THIRD: The name of the surviving Delaware corporation is Juno Online Services, Inc.

FOURTH: The certificate of incorporation of Juno Online Services, Inc., the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: The merger of Juno Online Services, L.P. into Juno Online Services, Inc. shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.


SIXTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 120 West 45th Street, 39th Floor, New York, New York 10036.

W00011418270-01 (07/18/1999)

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any partner of Juno Online Services, L.P., and to any person holding an interest in Juno Online Services, Inc.

IN WITNESS WHEREOF, Juno Online Services, Inc. has caused this Certificate of Merger to be executed as of the 1st day of March, 1999.

JUNO ONLINE SERVICES, INC.

By: 
Name: Charles Arnes
Title: President