

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/30/2002 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------|----------|----------------|---------------------|
| eUniverse, Inc | | 12/30/2002 | CORPORATION: NEVADA |

RECEIVING PARTY DATA

| | |
|-------------------|-----------------------|
| Name: | eUniverse, Inc |
| Street Address: | 6060 Center Drive |
| Internal Address: | Suite 300 |
| City: | Los Angeles |
| State/Country: | CALIFORNIA |
| Postal Code: | 90045 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 25

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------|
| Registration Number: | 2403879 | EUNIVERSE |
| Registration Number: | 2387655 | GAMER' S ALLIANCE |
| Registration Number: | 2376314 | PLAY4PRIZES |
| Registration Number: | 2381429 | FUNONE.COM |
| Registration Number: | 2514767 | JUST SAY WOW! |
| Registration Number: | 2514768 | FUNPAGELAND.COM |
| Registration Number: | 2539744 | DUSTCLOUD.COM |
| Registration Number: | 2539745 | JUSTPIGS.COM |
| Registration Number: | 2606889 | EUNIVERSE |
| Registration Number: | 2517077 | FLOWGO |
| Registration Number: | 2529710 | FUNSTUN |
| Registration Number: | 2517204 | SEND4FUN |

OP \$640.00 2403879

| | | |
|----------------------|----------|--------------------------|
| Registration Number: | 2748129 | CONTAGIOUS ENTERTAINMENT |
| Registration Number: | 2610317 | FUNBUG.COM |
| Registration Number: | 2618666 | FUNBUG |
| Registration Number: | 2679015 | |
| Registration Number: | 2692319 | INTELLIGENTX |
| Registration Number: | 2638332 | INTELLIGENT X |
| Registration Number: | 2536757 | CUPID JUNCTION |
| Registration Number: | 2362637 | INFOBEAT |
| Registration Number: | 2795474 | ALLYOUCANINK |
| Registration Number: | 2578576 | QUICK INSPIRATIONS |
| Serial Number: | 78334714 | MYSPLACE |
| Registration Number: | 2719013 | FITNESSHEAVEN |
| Serial Number: | 78361120 | CARBMANAGER |

CORRESPONDENCE DATA

Fax Number: (203)327-1096
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (203) 324-6155
Email: cdc@ssjr.com
Correspondent Name: Stephen P. McNamara
Address Line 1: 986 Bedford Street
Address Line 2: St. Onge Steward Johnston and Reens LLC.
Address Line 4: Stamford, CONNECTICUT 06905

| | |
|--------------------|-----------------------|
| NAME OF SUBMITTER: | Stephen P. McNamara |
| Signature: | /Stephen P. McNamara/ |
| Date: | 03/31/2005 |

Total Attachments: 5

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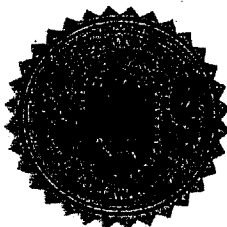
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "EUNIVERSE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2003, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3586119 8100

030015586

AUTHENTICATION: 2195707

DATE: 01-09-03

TRADEMARK
REEL: 003057 FRAME: 0404

**CERTIFICATE OF CORRECTION FILED TO CORRECT
A CERTAIN ERROR IN THE
CERTIFICATE OF MERGER**

MERGING

**eUNIVERSE, INC.,
a Nevada corporation**

INTO

**eUNIVERSE, INC.,
a Delaware corporation**

**FILED IN THE OFFICE OF THE
DELAWARE SECRETARY OF STATE ON NOVEMBER 1, 2002**

eUniverse, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,


DOES HEREBY CERTIFY:

1. That the name of the corporation is eUniverse, Inc.
2. That a Certificate of Merger Merging eUniverse, Inc., a Nevada corporation, into eUniverse, Inc., a Delaware corporation, was filed with the Delaware Secretary of State on November 1, 2002 and that said Certificate of Merger requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. That the inaccuracy or defect of said Certificate of Merger to be corrected is as follows: The Certificate of Merger should state that it is effective as of December 30, 2002.
4. That said Certificate of Merger is corrected by adding Article SEVENTH, as follows:

"SEVENTH: That this Certificate of Merger shall be effective as of December 30, 2002."

In witness whereof, eUniverse, Inc., a Delaware corporation, has caused this Certificate of Correction to be executed by its duly authorized officer this 8th day of January, 2003.

eUNIVERSE, INC.

By: 

Christopher S. Lipp
Secretary, Sr. Vice President and General Counsel

Delaware

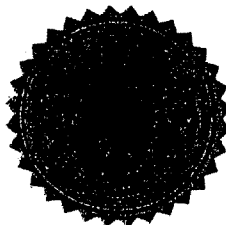
PAGE 1

The First State

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

"EUNIVERSE, INC.", A NEVADA CORPORATION,
WITH AND INTO "EUNIVERSE, INC." UNDER THE NAME OF
"EUNIVERSE, 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 NOVEMBER, A.D. 2002, AT 3:30 O'CLOCK
P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3586119 8100M

020678312

AUTHENTICATION: 2069658

DATE: 11-04-02

TRADEMARK
REEL: 003057 FRAME: 0406

CERTIFICATE OF MERGER

MERGING

**eUNIVERSE, INC.,
a Nevada corporation**

INTO

**eUNIVERSE, INC.,
a Delaware corporation**

Pursuant to Section 252 of the
Delaware General Corporation Law

The undersigned corporation, organized and existing under and by virtue of the Delaware
General Corporation Law,

DOES HEREBY CERTIFY:

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

| <u>Name</u> | <u>State of Incorporation</u> |
|----------------------------|-------------------------------|
| eUniverse, Inc. ("EUI-NV") | Nevada |
| eUniverse, Inc. ("EUI-DE") | 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 in accordance with the requirements of Section
252 of the Delaware General Corporation Law.

THIRD: That EUI-DE shall be the surviving corporation in the
merger, and the Certificate of Incorporation of EUI-DE shall be the Certificate of
Incorporation of the surviving corporation upon the filing of this Certificate of
Merger with the Delaware Secretary of State.

FOURTH: That the executed Agreement and Plan of Merger is on file at
the office of the surviving corporation, the address of which is 6060 Center Drive,
Suite 300, Los Angeles, California 90045.

FIFTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

SIXTH: That the authorized capital stock of EUI-NV is two hundred fifty million (250,000,000) shares of Common Stock, \$.001 par value and forty million (40,000,000) shares of Preferred Stock, \$.10 par value, of which ten million (10,000,000) shares are designated as Series A 6% Convertible Preferred Stock and four million ninety-eight thousand three hundred thirty-five (4,098,335) shares are designated as Series B Convertible Preferred Stock.

In witness whereof, eUniverse, Inc., a Delaware corporation, has caused this Certificate of Merger to be executed by its duly authorized officer this 31st day of October, 2002.

eUNIVERSE, INC.,
a Delaware corporation

By: 

Christopher S. Lipp
Secretary, Sr. Vice President and General Counsel