

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PeoplePC, Inc.		12/30/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	EarthLink, Inc.
Street Address:	1375 Peachtree Street
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30309
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2860476	1-800-PEOPLEPC
Registration Number:	3070350	PEOPLEPAL
Registration Number:	2724703	PEOPLEPC
Registration Number:	2493252	PEOPLEPC
Registration Number:	2767065	PEOPLEPC
Registration Number:	2468346	PEOPLEPC
Registration Number:	2618566	PEOPLEPC
Registration Number:	3412074	PEOPLEPC DSL
Registration Number:	3104787	PEOPLEPC ONLINE ACCELERATED
Registration Number:	3121540	PEOPLEPC ONLINE ACCELERATED
Registration Number:	3101692	PEOPLEPC ONLINE ACCELERATED
Registration Number:	3110137	PEOPLEPC ONLINE ACCELERATED

CH \$315.00 2860476

CORRESPONDENCE DATA

Fax Number: (919)833-6352
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (919) 899-3076
Email: HWRATM@hunton.com
Correspondent Name: Douglas W. Kenyon, Hunton & Williams LLP
Address Line 1: 421 Fayetteville Street
Address Line 2: One Bank of America Plaza, Suite 1400
Address Line 4: Raleigh, NORTH CAROLINA 27601

ATTORNEY DOCKET NUMBER:	51241.139
NAME OF SUBMITTER:	Douglas W. Kenyon
Signature:	/Douglas W. Kenyon/
Date:	01/18/2011
Total Attachments: 4 source=PeoplePC#page1.tif source=PeoplePC#page2.tif source=PeoplePC#page3.tif source=PeoplePC#page4.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PEOPLEPC INC.", A DELAWARE CORPORATION,
WITH AND INTO "EARTHLINK, INC." UNDER THE NAME OF
"EARTHLINK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2010, AT 8:13 O'CLOCK
A.M.

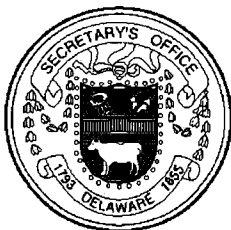
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2010, AT 11:59 O'CLOCK P.M.

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

3083955 8100M

101247299

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8460203

DATE: 12-30-10

TRADEMARK
REEL: 004455 FRAME: 0285

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
EARTHLINK, INC.,
a Delaware corporation
AND
PEOPLEPC INC.,
a Delaware corporation**

Pursuant to Section 253 of the
Delaware General Corporation Law

EARTHLINK, INC., a corporation organized and existing under the laws of the State of Delaware, does hereby certify the following as the surviving corporation in a merger (the "Merger") between a Delaware parent corporation and a wholly-owned Delaware subsidiary corporation:

1. EarthLink, Inc. is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). PeoplePC Inc. is incorporated pursuant to the DGCL.
2. EarthLink, Inc. owns all of the outstanding shares of each class of capital stock of PeoplePC Inc.
3. The Merger of PeoplePC Inc. with and into EarthLink, Inc., with EarthLink, Inc. as the surviving corporation of the Merger, has been approved by the Board of Directors of EarthLink, Inc. in accordance with the requirements of Section 253 of the DGCL, and a copy of the resolutions adopted by the Board of Directors of EarthLink, Inc. on October 19, 2010 is attached hereto as Exhibit A.
4. EarthLink, Inc. shall be the surviving corporation of the Merger.
5. The certificate of incorporation of EarthLink, Inc., the surviving corporation, as in effect immediately prior to the effective time of the Merger, shall remain unchanged and be the certificate of incorporation of the surviving corporation.
6. This Certificate of Ownership and Merger is filed in accordance with Sections 253 and 103 of the DGCL and shall be effective as of 11:59 p.m. on December 31, 2010.

IN WITNESS WHEREOF, said EARTHLINK, INC. has caused this Certificate to be signed by an authorized officer on this 30th day of December, 2010.

EARTHLINK, INC.


By: 
Samuel R. DeSimone, Jr.
General Counsel and Secretary

Exhibit A

Resolutions

WHEREAS, EarthLink, Inc, a Delaware corporation (the "Corporation"), is the legal and beneficial owner of all of the issued and outstanding capital stock of PeoplePC Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, it is deemed in the best interests of the Corporation that the Board of Directors of the Corporation (the "Board") approve a merger of the Subsidiary with and into the Corporation, with the Corporation as the surviving corporation, pursuant to Section 253 of the Delaware General Corporation Law (the "Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved on the terms and conditions outlined below and that the officers of the Corporation, and each of them, are hereby authorized and directed to execute and deliver a Certificate of Ownership and Merger (the "Certificate") to the Secretary of State of the State of Delaware and that effective at 11:59 p.m. on December 31, 2010, following the filing of the Certificate with the Secretary of State of the State of Delaware, the Subsidiary shall merge with and into the Corporation, and (i) all of the estate, property, rights privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were held and enjoyed by the Subsidiary in its name and (ii) all of the liabilities and obligations of the Subsidiary be assumed by the Corporation;

FURTHER RESOLVED, that the name of the surviving corporation (the "Surviving Corporation") shall be EarthLink, Inc., and the Second Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Corporation in effect on the effective date of the Merger shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation and shall remain unchanged;

FURTHER RESOLVED, that each share of the capital stock of the Subsidiary issued and outstanding immediately prior to the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and shall cease to exist;

FURTHER RESOLVED, that each share of common stock, par value \$.01 per share, of the Corporation issued and outstanding immediately prior to the effective time of the Merger shall remain issued and outstanding following the Merger;

FURTHER RESOLVED, that at any time prior to the time that the Certificate filed with the Secretary of State of the State of Delaware becomes effective in accordance with § 103 of the Delaware General Corporation Law, the Certificate may be terminated by the Board;

FURTHER RESOLVED, that all actions taken and all agreements, instruments, reports, applications, certifications, affidavits and documents executed, delivered or filed through the date hereof by any officer, in the name and on behalf of the Corporation in connection with the foregoing resolutions and the other matters contemplated thereby, hereby are approved, ratified and confirmed in all respects; and

FURTHER RESOLVED, that, consistent with the foregoing resolutions, the officers of the Corporation are, and each acting alone hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute, deliver and file such instruments, SEC filings, and other documents and agreements and to take such other actions as such officer or officers shall determine to be necessary or appropriate in order to effectuate the foregoing resolutions or otherwise in connection with the subject matter of these resolutions and the transactions contemplated thereby (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or the execution, delivery and filing of such documents or instruments by any such officer without any further action by the Board).

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