



SECRETARY OF STATE

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3 pages

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAY 1 1969



Bill Jones

Secretary of State

TRADEMARK

State of Delaware

ENDORSED - FILED
In the Office of the Secretary of State
of the State of California

Office of the Secretary of State

MAY 13 1998

REC. JONES Secretary of State

I, EDWARD J. FREEL, 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:

"DIGITAL PLANET", A CALIFORNIA CORPORATION,
WITH AND INTO "IXL-LOS ANGELES, INC." UNDER THE NAME OF "IXL-LOS ANGELES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF MAY, A.D. 1998, AT 2:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2857941 8100M

981181901

AUTHENTICATION: 9076574

DATE:

TRADEMARK 05-12-98

REEL: 1747 FRAME: 0754

**CERTIFICATE OF MERGER
OF
DIGITAL PLANET
INTO
iXL-LOS ANGELES, INC.**

under Section 252(c) of the Delaware General Corporation Law

iXL-LOS ANGELES, INC., a Delaware corporation, hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are as follows:
 - (a) Digital Planet, a California corporation; and
 - (b) iXL-Los Angeles, Inc., a Delaware corporation.
- (2) A Plan of Merger has been approved, adopted, certified, executed and acknowledged by Digital Planet and iXL-Los Angeles, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is iXL-Los Angeles, Inc., a Delaware corporation (the "Surviving Corporation").
- (4) The Surviving Corporation is a corporation of the State of Delaware.
- (5) The Certificate of Incorporation of the iXL-Los Angeles, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the Surviving Corporation.
- (6) The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation at Two Park Place, 1888 Emery Street, Atlanta, Georgia 30318.
- (7) A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Digital Planet or the Surviving Corporation.
- (8) The total authorized capital stock of Digital Planet is Fifty Million (50,000,000) shares, consisting of: (i) Forty Million (40,000,000) shares of no par value common stock and (ii) Ten Million (10,000,000) shares of no par value preferred stock, of which One Million Nine Hundred Sixty-Six One Hundred Sixty-Three (1,966,163) have been designated Series A Preferred Stock.

[SIGNATURE ON FOLLOWING PAGE]

(MS3449.DOC:)

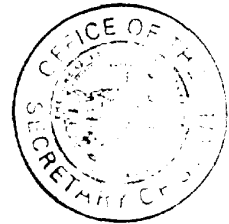
TRADEMARK
REEL: 1747 FRAME: 0755

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by James V. Sandry, its Executive Vice President, as of the 12th day of May, 1998.

IXL-LOS ANGELES, INC.
a Delaware corporation

By: _____


James V. Sandry
Executive Vice President



{MS3449.DOC:}

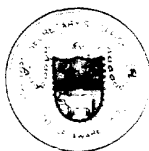
TRADEMARK
REEL: 1747 FRAME: 0756

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"DIGITAL PLANET", A CALIFORNIA CORPORATION,
WITH AND INTO "IXL-LOS ANGELES, INC." UNDER THE NAME OF "IXL-LOS ANGELES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF MAY, A.D. 1998, AT 2:30 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

2857941 8100M

981181901

AUTHENTICATION: 9076575
DATE: 05-12-98
TRADEMARK
REEL: 1747 FRAME: 0757

**CERTIFICATE OF MERGER
OF
DIGITAL PLANET
INTO
iXL-LOS ANGELES, INC.**

under Section 252(c) of the Delaware General Corporation Law

iXL-LOS ANGELES, INC., a Delaware corporation, hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are as follows:
 - (a) Digital Planet, a California corporation; and
 - (b) iXL-Los Angeles, Inc., a Delaware corporation.
- (2) A Plan of Merger has been approved, adopted, certified, executed and acknowledged by Digital Planet and iXL-Los Angeles, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is iXL-Los Angeles, Inc., a Delaware corporation (the "Surviving Corporation").
- (4) The Surviving Corporation is a corporation of the State of Delaware.
- (5) The Certificate of Incorporation of the iXL-Los Angeles, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the Surviving Corporation.
- (6) The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation at Two Park Place, 1888 Emery Street, Atlanta, Georgia 30318.
- (7) A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Digital Planet or the Surviving Corporation.
- (8) The total authorized capital stock of Digital Planet is Fifty Million (50,000,000) shares, consisting of: (i) Forty Million (40,000,000) shares of no par value common stock and (ii) Ten Million (10,000,000) shares of no par value preferred stock, of which One Million Nine Hundred Sixty-Six One Hundred Sixty-Three (1,966,163) have been designated Series A Preferred Stock.

[SIGNATURE ON FOLLOWING PAGE]

(M93449 DOC:)

TRADEMARK
REEL: 1747 FRAME: 0758

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by James V. Sandry, its Executive Vice President, as of the 12th day of May, 1998.

IXL-LOS ANGELES, INC.
a Delaware corporation

By: _____


James V. Sandry
Executive Vice President

{MS3449.DOC:}

RECORDED: 06/23/1998

TRADEMARK
REEL: 1747 FRAME: 0759