

07-14-1999

U.S. DEPARTMENT OF COMMERCE

7/12/99



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ER SHEET

Patent and Trademark Office
Docket No. 022830.0011

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

1. Name of Conveying party(ies):
Stella Interactive, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Other
California

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: August 27, 1996

2. Name and address of receiving party(ies):
Name: University Netcasting, Inc.
Street Address: 2185 Faraday Avenue, Suite 100
City: Carlsbad, California 92008
 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: Delaware
 Other: _____

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

4. Application number(s) or registration number(s):
(If this document is being filed together with a new document, the execution date is:)

A. Trademark Application No.(s) 75/109,868 B. Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Adam C. Striegel
Brobeck, Phleger & Harrison LLP
Spear Street Tower
One Market
San Francisco, CA 94105

6. Total number of applications and trademark registrations involved: 1

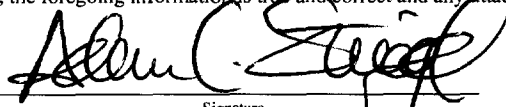
7. Total fee (37 C.F.R. § 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket:

8. Deposit account number: 02-3950

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 02-3950.

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.

Name: Adam C. Striegel  Signature

July 7, 1999 Date

Total number of pages comprising cover sheet and document: 6

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

07/12/1999 MTHAI1 00000234 75109868

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FILED
In the office of the Secretary of State
of the State of California

State of Delaware

Office of the Secretary of State

D532310

DEC 06 1996

Bill Jones
L. JAMES 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 OWNERSHIP OF "UNIVERSITY NETCASTING INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION 8211154

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DATE 11-26-96

TRADEMARK
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**CERTIFICATE OF OWNERSHIP AND MERGER MERGING
STELLA INTERACTIVE, INC. (a California corporation)
INTO
UNIVERSITY NETCASTING, INC. (a Delaware corporation)**

Stella Interactive, Inc., a corporation organized and existing under the laws of the State of California ("Stella" also "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That Stella was incorporated on the twenty-first day of July, 1994, pursuant to the General Corporation Law of the State of California, the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of a different State.

SECOND: That Stella owns all of the outstanding shares of the Capital Stock, \$0.01 par value per share, of University Netcasting, Inc., a corporation incorporated on the 6th day of August, 1996, pursuant to the General Corporation Law of the State of Delaware ("University"), and having no class of stock outstanding other than said Capital Stock.

THIRD: That Stella, by the following resolutions of its Board of Directors, duly adopted at a special meeting of the members thereof, filed with the minutes of the Board, pursuant to Section 141(f) of the Delaware General Corporation Law on August 23, 1996, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware does, merge itself into said University.

WHEREAS, this Corporation is the legal and beneficial owner of all of the issued and outstanding shares of Capital Stock, \$0.01 par value per share ("University-Stock"), of University Netcasting, Inc., a Delaware corporation ("University"); and

WHEREAS, said University Stock is the only issued and outstanding class of stock of University; and

WHEREAS, this Corporation desires to merge itself into University pursuant to the provisions of Section 253 of the Delaware General Corporation Law;

NOW, THEREFORE, BE IT RESOLVED that, effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware (but subject to the approval of the shareholders of this Corporation), this Corporation merge and it hereby does merge itself into University,

BY _____

which will assume all of the obligations of this Corporation and the separate existence of Stella shall cease and University shall be the surviving corporation (the "Surviving Corporation"); and

RESOLVED, that the terms and conditions of the merger are as follows: Upon the proposed merger becoming effective, each outstanding share of this Corporation's Common Stock, \$.01 par value, issue and outstanding immediately prior thereto shall by virtue of the merger and without any action by this Corporation or University, the holder of such shares or any other person, be converted into and exchanged for 4.623 fully paid and no assessable shares of University Common Stock, par value \$.01 per share, each share of University Common Stock, par value \$.01 per share, of University issued and outstanding immediately prior thereto and held by this Corporation shall, by virtue of the Merger and without any action by Stella, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares; and

RESOLVED, that the proposed merger be submitted to the shareholders of this Corporation and that upon receiving the unanimous written consent of such shareholder, the proposed merger shall be approved; and

RESOLVED, that University, as the surviving corporation in the merger, shall notify each stockholder of record of said University within ten days after the effective date of the merger that the merger has become effective; and

RESOLVED, that until successors are duly elected or appointed in accordance with applicable law, the existing directors of University shall be the directors of the Surviving Corporation and the existing officers of University shall be the officers of the Surviving Corporation.

RESOLVED, that from and after the date hereof, the Bylaws of University and Certificate of Incorporation of University shall be the bylaws and certificate of incorporation of the Surviving Corporation.

RESOLVED, that the President of this Corporation be and hereby is authorized to make and execute, and the Secretary be and hereby is authorized to attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of this Corporation into University, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds for the appropriate county and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said merger.

FOURTH: That the merger has been approved by a majority of the outstanding stock of this Corporation entitled to vote thereon by written consent without a meeting in accordance with Sections 603 and 1110 of the California General Corporation Law.

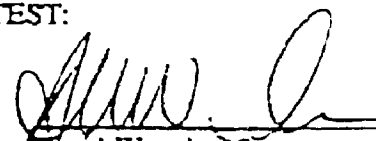
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IN WITNESS WHEREOF, said Stella has caused its corporate seal to be affixed and this certificate to be signed by Richard Beedon, its President, and David Wogahn, its Secretary, this 27th day of August, 1996.

STELLA INTERACTIVE, INC.

By: 
Richard Beedon, President

ATTEST:

By: 
David Wogahn, Secretary

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