

10-19-1999

MRE 10-14-99

Form PTO-1594 (Rev. 6-93)



101174924

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commis

the attached original documents or copy thereof.

1. Name of conveying party(ies):
Accept.com Financial Services Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: **California**
 Other _____

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

address of receiving party(ies):
Name: **Amazon.com, Inc.**
Internal Address: **Suite 1200**
Street Address: **1200 12th Avenue South**
City: **Seattle** State: **WA** ZIP: **98144**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

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

Execution Date: **9/30/99**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/556393, 75/630408, 75/630857

B. Trademark Registration No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Catherine H. Tran**
Internal Address: **Perkins Coie**

Street Address: **1201 Third Avenue, Suite 4800**

City: **Seattle** State: **WA** ZIP: **98101**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41):..... **\$ 90.00**
 Enclosed
 Authorized to be charged to deposit account
 Charge any additional fees/credit any overpayment to Deposit Account No. 50-0665

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

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.

Catherine H. Tran

October 14, 1999

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet, attachments and document: **9**

DO NOT DETACH THIS PORTION

10/30/1999 111411 00000307 75550393
01 FC:481 40.00 DP
02 FC:482 10.00 DP

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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 OWNERSHIP, WHICH MERGES:

"ACCEPT.COM FINANCIAL SERVICES CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "AMAZON.COM, INC." UNDER THE NAME OF "AMAZON.COM, 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 SEPTEMBER, A.D. 1999, AT 5 O'CLOCK P.M.

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

2620453 8100M

991413819



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0002989

DATE: 10-01-99

TRADEMARK
REEL: 001975 FRAME: 0514

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING**

ACCEPT.COM FINANCIAL SERVICES CORPORATION
(a California corporation)

INTO

AMAZON.COM, INC.
(a Delaware corporation)

In accordance with Section 253 of the Delaware General Corporation Law, the undersigned, Michelle Wilson, being the Vice President and General Counsel of Amazon.com, Inc., a Delaware corporation, DOES HEREBY CERTIFY as follows:

(1) The name and state of incorporation of the constituent corporations are Amazon.com, Inc. a Delaware corporation, and Accept.com Financial Services Corporation, a California corporation;

(2) Amazon.com, Inc. owns 100 percent of the outstanding shares of the common stock of Accept.com Financial Services Corporation. Accept.com Financial Services Corporation has no shares of any other class or series of stock outstanding;

(3) The following resolutions were duly adopted by the Board of Directors of Amazon.com, Inc. on June 9, 1999:

"NOW, THEREFORE, BE IT RESOLVED, that this Board of Directors hereby approves the merger of Accept.com with and into the Company pursuant to the provisions of Section 253 of Delaware General Corporation Law and Section 1110 of the California Corporations Code and the provisions set forth below.

RESOLVED FURTHER, that an Agreement of Merger between the Company and Accept.com in substantially the form attached hereto as Exhibit A is hereby approved.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to execute and file or cause to be filed a Certificate of Ownership and Merger in substantially the form attached hereto as Exhibit B with the Secretary of State of the State of Delaware in accordance with the terms set forth in these resolutions and to execute and file or cause to be filed a Certificate of Ownership in substantially the form attached hereto as Exhibit C with the Secretary of State of the State of California in accordance with the terms set forth in these

necessary to effectuate the merger and the actions contemplated hereby in any and all jurisdictions where such filing, recording or other action shall be required.

RESOLVED FURTHER, that as of the date of the latest of (i) the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, (ii) such other time as may be specified in the Certificate of Ownership and Merger, and (iii) the filing of the California Merger Documents (as defined in the Agreement of Merger) with the Secretary of State of the State of California (the "Effective Date"), the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Company shall continue in effect and unimpaired by the merger, and the corporate franchises, existence and rights of Accept.com shall be merged into the Company and the Company shall, as the surviving corporation, be fully vested therewith; and, further, that the separate existence and corporate organization of Accept.com, except as they may continue by statute, shall cease as of the Effective Date.

RESOLVED FURTHER, that as of the Effective Date all shares of Accept.com's Common Stock held by the Company shall be cancelled.


RESOLVED FURTHER, that the Certificate of Incorporation of the Company, as heretofore amended, shall continue to be the Certificate of Incorporation of the Company as the surviving corporation and shall remain in effect until the same shall be further amended or altered in accordance with the provisions thereof.

RESOLVED FURTHER, that the bylaws of the Company as in effect on the Effective Date shall, from and after the Effective Date, be and continue to be the bylaws of the surviving corporation unless and until changed as therein provided.

- (4) The name of the surviving corporation is Amazon.com, Inc., a Delaware corporation;
- (5) The certificate of incorporation of Amazon.com, Inc. shall be the certificate of incorporation of the surviving corporation;
- (6) The principal place of business of the surviving corporation is Seattle, King County, Washington; and
- (7) This certificate shall become effective at 5:00 p.m. (Pacific Time) on the date it is filed.

IN WITNESS WHEREOF, the undersigned has signed his name and affirmed the statements herein are true, under penalties of perjury, this 24th day of September, 1999.

AMAZON.COM, INC.

By: 
Michelle Wilson
Vice President, Secretary and General
Counsel

ATTEST:



Randy Tinsley, Treasurer and Vice
President of Corporate Development,
Amazon.com, Inc.

Exhibit A

AGREEMENT OF MERGER

This Agreement of Merger (this "Agreement of Merger") is made and entered into as of September 24, 1999, by and between Amazon.com, Inc., a Delaware corporation ("Amazon.com"), and Accept.com Financial Services Corporation, a California corporation and wholly-owned subsidiary of Amazon.com (the "Company").

RECITALS

A. Prior to the Effective Time (as hereinafter defined), the Company is a wholly-owned subsidiary of Amazon.com, by virtue of a merger effected pursuant to the terms and conditions of that certain Agreement and Plan of Merger, dated as of April 25, 1999, by and among Amazon.com, ADC Acquisitions, Inc., a Delaware corporation and wholly-owned subsidiary of Amazon.com, and the Company (the "ADC Merger").

B. The Company and Amazon.com desire to effect the distribution of substantially all of the assets of the Company to Amazon.com in liquidation of the Company.

C. Amazon.com and the Company believe it advisable and in their respective best interests to effect a merger of the Company and Amazon.com pursuant to this Agreement of Merger (the "Merger"), whereby any assets of the Company not previously distributed to Amazon.com in liquidation of the Company will be transferred to Amazon.com.

D. The Boards of Directors of Amazon.com and the Company have approved this Agreement of Merger and the Merger as required by applicable law.

E. It is intended that the Merger, if considered separately from the ADC Merger for income tax purposes, will qualify as a tax-free liquidation of the Company into Amazon.com, and that the approval hereof constitute adoption by the sole shareholder of a plan of liquidation, under Section 332 of the Internal Revenue Code of 1986, as amended.

AGREEMENT

In consideration of the terms hereof, the parties hereto agree as follows:

ARTICLE I - THE MERGER

1. The Merger

Upon the terms and subject to the conditions hereof and in accordance with the Delaware General Corporation law ("Delaware Law") and the California General Corporation Law ("California Law"), (a) at the Effective Time (as hereinafter defined) the separate existence of the Company shall cease and the Company shall be merged with and into Amazon.com, with Amazon.com being the surviving corporation (Amazon.com is sometimes referred to herein as the "Surviving Corporation"), and (b) from and after the Effective Time, the Merger shall have all the effects of a merger under Delaware Law, California Law, and other applicable law.

2. Effective Date and Time

A certificate of ownership and merger complying with the applicable provisions of Delaware Law, substantially in the form attached as Exhibit A (the "Certificate of Ownership and Merger"), shall be delivered for filing to the Secretary of State of the State of Delaware (the "Delaware Secretary of State"); and a certificate of satisfaction of the Franchise Tax Board of the State of California that all taxes imposed on the Company under the Bank and Corporation Tax Law of the State of California have been paid or secured (the "Tax Clearance Certificate"), a certificate of ownership complying with the applicable provisions of California Law, substantially in the form attached as Exhibit B (the "Certificate of Ownership"), together with this Agreement of Merger (collectively, the "California Merger Documents"), shall be delivered for filing to the Secretary of State the State of California (the "California Secretary of State"). The Merger shall become effective on the date (the "Effective Date") and at the time (the "Effective Time") of the latest of the following times or events to occur: (i) the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State, (ii) such other time as may be specified in the Certificate of Ownership and Merger as filed with the Delaware Secretary of State, and (iii) the filing of the California Merger Documents with the California Secretary of State.

3. Certificate of Incorporation of the Surviving Corporation

At the Effective Time, the Certificate of Incorporation of Amazon.com shall continue in effect as the Certificate of Incorporation of the Surviving Corporation. Thereafter, the Certificate of Incorporation of the Surviving Corporation may be amended in accordance with its terms and as provided by law.

4. Bylaws of the Surviving Corporation

At the Effective Time, the Bylaws of Amazon.com shall continue in effect as the Bylaws of the Surviving Corporation. Thereafter, the Bylaws may be amended or repealed in accordance with their terms and the Certificate of Incorporation of the Surviving Corporation and as provided by law.

5. Directors and Officers

At the Effective Time, the directors of Amazon.com shall continue in office as the directors of the Surviving Corporation and the officers of Amazon.com shall continue in office as the officers of the Surviving Corporation, and such directors and officers shall hold office in accordance with and subject to the Certificate of Incorporation and Bylaws of the Surviving Corporation.

6. Conversion of Shares

At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof:

- (a) All shares of any class of capital stock of the Company held by the Company as treasury shares, if any, shall be canceled.
- (b) Each issued and outstanding share of common stock of the Company shall be canceled.

7. Assumption of Company Liabilities


At the Effective Time, the Surviving Corporation shall assume all the liabilities of the Company.

8. Termination

This Agreement of Merger may be terminated for any reason at any time before the filing of the Certificate of Ownership and Merger with the Delaware Secretary of State or the filing of the California Merger Documents with the California Secretary of State by resolution of the Board of Directors of Amazon.com.

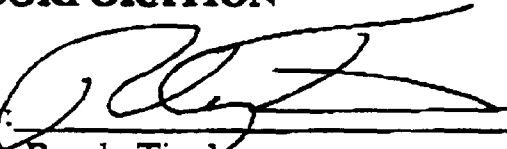
IN WITNESS WHEREOF, the parties have entered into and signed this Agreement of Merger as of the date and year first above written.

AMAZON.COM, INC.

By: 

Michelle Wilson
Vice President and Secretary

ACCEPT.COM FINANCIAL SERVICES CORPORATION

By: 

Randy Tinsley
Treasurer

[Agreement of Merger Signature Page]