

03/03/00

04-14-2000

Form PTO-1594 (Rev. 6-93) **RECORD**



J.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

101320432

To the Honorable Commissioner of Patents

Original documents or copy thereof.

1. Name of conveying party(ies):  
**Convergence Corporation**

Individual(s)                       Associ.  
 General Partnership               Limited  
 Corporation-State: **Georgia**  
 Other \_\_\_\_\_

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



03-09-2000

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #20

2. Name and address of receiving party(ies):  
**Amazon.com, Inc.**  
Address: \_\_\_\_\_  
Address: **1200 12<sup>th</sup> Avenue South - Suite 1200**

City: \_\_\_\_\_ State: **Washington** ZIP: **98144-2734**  
Jurial(s) citizenship \_\_\_\_\_

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

Execution Date: **12/30/99**

Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

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)  
**1) 75/756,068**

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: **Heidi L. Sachs**  
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: **4**

7. Total fee (37 CFR 3.41):.....\$ **115.00**  
 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.*

**Heidi L. Sachs**                      *Heidi Sachs*                      **March 3, 2000**  
Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet, attachments and document: **5**

04/14/2000 DNGUYEN 00000027 75756068

DO NOT DETACH THIS PORTION

01 FC:481 (40.00 OP)  
02 FD:482 Documents to be recorded with 75.00 OP

**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.

EXHIBIT A  
TO RECORDATION FORM COVER SHEET

Trademark Application No.
75/768,684
75/677,380
75/677,378

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

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:

"CONVERGENCE CORPORATION", A GEORGIA 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 DECEMBER, A.D. 1999, AT 9 O'CLOCK  
A.M.

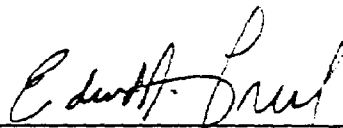
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY  
OF DECEMBER, A.D. 1999.

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



2620453 8100M

991568647

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0172869

DATE: 12-30-99

TRADEMARK  
REEL: 002050 FRAME: 0611

**CERTIFICATE OF OWNERSHIP AND MERGER OF  
AMAZON.COM, INC.,  
a Delaware corporation,  
AND  
CONVERGENCE CORPORATION,  
a Georgia corporation**

In accordance with Section 253 of the Delaware General Corporation Law, the undersigned, L. Michelle Wilson, being the Vice President, General Counsel and Secretary 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 (the "Surviving Corporation"), and Convergence Corporation, a Georgia corporation and wholly owned subsidiary of the Surviving Corporation (the "Subsidiary").

(2) The Surviving Corporation owns 100% of the outstanding shares of the common stock of Subsidiary. Subsidiary 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 the Surviving Corporation on December 28, 1999:

WHEREAS, it is deemed advisable and in the best interests of the Corporation and Convergence Corporation, a Georgia corporation and a wholly owned subsidiary of the Corporation (the "Subsidiary"), to effect the transfer of all of the assets of the Subsidiary to the Corporation and for the Corporation to succeed to all of the obligations and liabilities of the Subsidiary, and it is further determined that this can be effectively completed by causing the Subsidiary to merge with and into the Corporation; and

WHEREAS, for federal income tax purposes, it is intended that the merger will qualify as a tax-free statutory merger of the Subsidiary into the Corporation pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (hereinafter I.R.C.), and further, for federal income tax purposes, the merger will also qualify as a tax-free I.R.C. Section 332 liquidation of the Subsidiary into the Corporation; and

WHEREAS, this Board of Directors desires to approve the merger of the Subsidiary with and into the Company and to establish the terms and conditions of such merger in accordance with the provisions of Section 253 of Delaware General Corporation Law, the applicable sections of the Georgia Business Corporation Code, and the provisions set forth below; be it

RESOLVED, that this Board of Directors hereby authorizes and adopts the Plan of Merger between the Company and the Subsidiary in substantially the form attached hereto as Exhibit A, with such changes therein as the officers of the Company, or any of them, may approve.

RESOLVED FURTHER, that on the effective date of the merger 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 the Subsidiary 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 the Subsidiary, except as they may continue by statute, shall cease as of the effective date of the merger.

RESOLVED FURTHER, that as of the effective date of the merger, by virtue of the merger and without any action on the part of the holder thereof, all shares of the Subsidiary's stock held by the Company shall be canceled.

RESOLVED FURTHER, that the Certificate of Incorporation and bylaws of the Company, as heretofore amended, shall continue to be the Certificate of Incorporation and bylaws 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 effective time of the merger shall be December 31, 1999 at 5:00 p.m. Eastern Standard Time.

RESOLVED FURTHER, that the officers of the Company, or any of them, are hereby authorized, in the name and on behalf of the Company, to take all such further actions, including, but not limited to, (i) negotiating such additional agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates that may be required, (ii) negotiating such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates currently existing, (iii) executing, delivering and filing (if applicable) any of the foregoing and (iv) paying all fees, consent payments, taxes and other expenses as any such officer, in his or her sole discretion, may approve or deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such officer deemed the same to be so necessary, appropriate or advisable; and that all such actions, executions, deliveries, filings and payments taken or made at any time in connection with the transactions contemplated by the foregoing resolutions hereby are approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company as if specifically set out in these resolutions.


(4) The Certificate of Incorporation of Amazon.com, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the Surviving Corporation.

(5) The principal place of business of the Surviving Corporation is 1200 12<sup>th</sup> Ave South, Suite 1200, Seattle, Washington 98144.

(6) This certificate shall become effective at 5:00 p.m. Eastern Standard Time on December 31, 1999.

IN WITNESS WHEREOF, the undersigned has signed her name and affirmed the statements herein are true, under penalties of perjury, this 28<sup>TH</sup> day of December, 1999.

AMAZON.COM, INC.

By:   
L. Michelle Wilson  
Its: Vice President, General Counsel and Secretary