

06-05-2000



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GRANT/ASSIGNMENT

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year  
\_\_\_\_\_
- Change of Name
- Other \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name Tickmark Solutions, LLC

01 25 2000

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization New Jersey

#### Receiving Party

Mark if additional names of receiving parties attached

Name Tickmark Solutions, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 20 West 22nd Street

Address (line 2) 11th Floor

Address (line 3) New York New York 10010  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/05/2000 DNG/RYEN 00000016 501033 75822432

FOR OFFICE USE ONLY

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02 FC:482  
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**TRADEMARK**  
**REEL: 002082 FRAME: 0853**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75822432"/>	<input type="text" value="75822431"/>	<input type="text" value="75789624"/>
<input type="text" value="75822430"/>	<input type="text" value="75791752"/>	<input type="text"/>
<input type="text" value="75822433"/>	<input type="text" value="75789563"/>	<input type="text"/>

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**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Elaine M. Laflamme

Name of Person Signing

Signature

5 2 2000

Date Signed

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 INCORPORATION OF "TICKMARK SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JANUARY, A.D. 2000, AT 4:30 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

3152851 8100

001033565

AUTHENTICATION: 0214979

DATE: 01-24-00

TRADEMARK  
REEL: 002082 FRAME: 0855

**CERTIFICATE OF INCORPORATION**  
**OF**  
**TICKMARK SOLUTIONS, INC.**

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**FIRST.** The name of the corporation is Tickmark Solutions, Inc. (the "Corporation").

**SECOND.** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**FOURTH. Authorized Shares.**

(a) The aggregate number of shares which the Corporation shall have authority to issue is 17,500,000, of which 2,500,000 shares, par value \$.001 per share, shall be designated as preferred stock (the "Preferred Stock"), and 15,000,000 shares, par value \$.001 per share, shall be designated as common stock (the "Common Stock").

(b) Authority is hereby expressly granted to the Board of Directors from time to time, and at any time, to issue the Preferred Stock as Preferred Stock of any series and, in connection with the creation of each such series, to fix by the resolution or resolutions providing for the issuance of shares thereof, the number of shares of such series, and the designations, powers, preferences, and rights, and the qualifications, limitations, and restrictions, of such series, to the full extent now or hereafter permitted by the laws of the State of Delaware.

**FIFTH.** The name and mailing address of the incorporator is Joseph J. Ventimiglia, c/o Camhy Karlinsky & Stein LLP, 1740 Broadway, New York, NY 10019.

**SIXTH.** Election of directors need not be by written ballot.

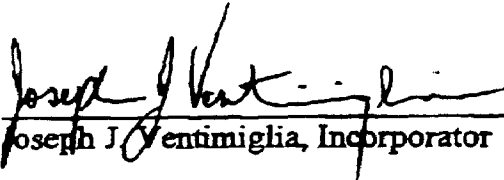
**SEVENTH.** The Board of Directors is authorized to adopt, amend, or repeal By-Laws of the Corporation (except as and to the extent provided in the By-Laws).

**EIGHTH.** Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, incorporator, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, incorporator, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (including an employee benefit plan), shall be entitled to be indemnified by the Corporation to the full extent then permitted by law against expenses (including reasonable counsel fees and disbursements), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan), and amounts paid in settlement incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. Such right of indemnification shall inure whether or not the claim asserted is based on matters which antedate the adoption of this Article EIGHTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee, partner, trustee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article EIGHTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted of the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

**NINTH.** No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision does not eliminate or limit the liability of the director (i) for any breach of the director's

duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. For purposes of the prior sentence, the term "damages" shall, to the extent permitted by law, include without limitation, any judgment, fine, amount paid in settlement, penalty, punitive damages, excise or other tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, reasonable counsel fees and disbursements). Each person who serves as a director of the corporation while this Article NINTH is in effect shall be deemed to be doing so in reliance on the provisions of this Article NINTH, and neither the amendment or repeal of this Article NINTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article NINTH, shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article NINTH are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the Corporation, as such, whether such limitations or eliminations arise under or are created by any law, rule, regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

*IN WITNESS WHEREOF*, I have made and executed this Certificate of Incorporation this 20<sup>th</sup> day of January, 2000.

  
Joseph J. Ventimiglia, Incorporator

Office of the Secretary of State

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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:

"TICKMARK SOLUTIONS, LLC", A NEW JERSEY LIMITED LIABILITY COMPANY,

WITH AND INTO "TICKMARK SOLUTIONS, INC." UNDER THE NAME OF "TICKMARK SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



Handwritten signature of Edward J. Freel in black ink.

Edward J. Freel, Secretary of State

3152851 8100M

0230956

001047483

AUTHENTICATION:

02-01-00

DATE:

TRADEMARK  
REEL: 002082 FRAME: 0859

**CERTIFICATE OF MERGER  
OF  
TICKMARK SOLUTIONS, INC. (Delaware)  
MERGING  
TICKMARK SOLUTIONS, LLC (New Jersey)**

\*\*\*\*\*

The undersigned corporation

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation or formation, as the case may be, of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
TICKMARK SOLUTIONS, INC.	DELAWARE
TICKMARK SOLUTIONS, LLC	NEW JERSEY

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264(c) of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Tickmark Solutions, Inc., a Delaware corporation (the "Surviving Corporation").

**FOURTH:** That the Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

**FIFTH:** That the executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation, the address of which is 20 West 22<sup>nd</sup> Street, 11<sup>th</sup> Floor, New York, New York 10010.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member, as the case may be, of the constituent entities.

**SEVENTH:** That this Certificate of Merger shall be effective upon filing.

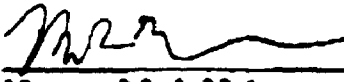
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TRADEMARK  
REEL: 002082 FRAME: 0860



Dated: January 25, 2000

**TICKMARK SOLUTIONS, INC.,**  
a Delaware corporation

By:   
Name: **Mark Nelson**  
Title: **President**

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FILED 199

OFFICE OF THE CLERK OF THE SUPREME COURT OF THE STATE OF CALIFORNIA

JAN 27 2000 1:31 PM

**TRADEMARK**

**RECORDED: 05/16/2000**

**REEL: 002082 FRAME: 0861**