



RECC

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies): 9.11.00
 SporTVision Systems, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State
 Other Limited Liability Company

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

2. Name and address of receiving party(ies):

Name: Sportvision, Inc.

Address: 1450 Broadway, 31st Floor
New York, New York 10018

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 3, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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)
75/355,658
75/573,638
75/573,639
75/883,982
75/904,023
76/009,549

B. Trademark Registration No.(s)
2,158,157
2,172,264
2,308,438

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Burt Magen, Esq.

Address: Fliesler, Dubb, Meyer & Lovejoy LLP
Four Embarcadero Center, Suite 400
San Francisco, CA 94111

Telephone: (415) 362-3800

6. Total Number of applications and registrations involved: 9

(\$40 first mark per document; \$25 second and subsequent marks in same document.)

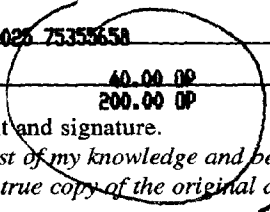
7. Total fee (37 CFR 3.41).....\$ 240.00

Check Enclosed

8. Authorized to charge any additional fees or credit any overpayment to Deposit Account No. 06-1325. (A duplicate copy of this authorization is not enclosed.)

09/21/2000 HTHA11 00000026 75355658

01 FC:481
02 FC:482



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.

Burt Magen Burt Magen September 6, 2000
 Attorney or Agent Signature Date
 Reg. No. 37,175

10. Total number of pages comprising cover sheet: 8

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:

"SPORTVISION SYSTEMS, LLC", A NEW YORK LIMITED LIABILITY COMPANY,

WITH AND INTO "SPORTVISION, INC." UNDER THE NAME OF "SPORTVISION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF JUNE, A.D. 1999, AT 2:31 O'CLOCK P.M.

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



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9785468

991222656

DATE: 06-04-99

TRADEMARK
REEL: 002142 FRAME: 0235

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
SPORTVISION, INC.

AND

SPORTVISION SYSTEMS, LLC.

Pursuant to Section 103 and Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Sportvision, Inc. a Delaware corporation, and the name of the business entity being merged into this surviving corporation is SporTVision Systems, LLC., a New York limited liability company.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Sportvision, Inc.

FOURTH: The Amended and Restated Certificate of Incorporation of the surviving corporation shall be its certificate of incorporation.

FIFTH: The merger is to become effective on June 3, 1999.

SIXTH: The Agreement of Merger is on file at Sportvision, Inc., 1450 Broadway, New York, New York 10018, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the surviving corporation or any member of the merging limited liability company.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 3rd day of June, 1999.

Sportvision, Inc.

By: Bill Squadron
Name: Bill Squadron
Title: Chief Executive Officer, President

SporTVision Systems, LLC.

By: Bill Squadron
Name: Bill Squadron
Title: Chief Executive Officer, President

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CERTIFICATE OF MERGER OF

SPORTVISION SYSTEMS, LLC., a New York Limited Liability Company

AND

SPORTVISION, INC., a Delaware corporation

INTO

SPORTVISION, INC., a Delaware corporation

**PURSUANT TO SECTION 904-A OF THE NEW YORK
BUSINESS CORPORATION LAW**

FIRST: The name and jurisdiction of formation or organization of each limited liability company or other business entity that is to merge is as follows:

SporTVision Systems, LLC.	New York
Sportvision, Inc.	Delaware

SECOND: As to each constituent domestic limited liability company, the date that the initial articles of organization were filed with the New York Department of State is as follows:

SporTVision Systems, LLC.	December 16, 1997
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THIRD: As to each constituent foreign business corporation, the jurisdiction and date that the original certificate of incorporation was filed and the date when its application for authority was filed by the New York Department of State is as follows:

Sportvision, Inc.	Delaware	November 13, 1998
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No application for authority has been filed by the surviving foreign business corporation, Sportvision, Inc. Sportvision, Inc. shall not conduct business in the State of New York until such application for authority has been filed with the Department of State.

FOURTH: An agreement of merger has been approved and executed by each of the domestic limited liability companies or other business entities that is a party thereto:

SporTVision Systems, LLC.
Sportvision, Inc.

FIFTH: The name of the surviving foreign business entity is:

Sportvision, Inc.

SIXTH: The surviving foreign business corporation may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited company previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company to receive payment for their interests against the surviving foreign business corporation.

SEVENTH: The surviving foreign business corporation hereby agrees that, subject to Section 623 of the Business Corporation Law and Section 1005 of the Limited Liability Company Law, that the surviving foreign business corporation will promptly pay to the members of SporTVision Systems, LLC. the amount, if any, to which they shall be entitled under the provisions of the Limited Liability Company Law relating to the rights of members to receive payment for their membership interests.

EIGHTH: The Secretary of State of New York is designated as agent of the surviving foreign business corporation upon whom process against it may be served. The post office address within or without this state to which the Secretary of State shall mail a copy of any process served upon his or her is:

1450 Broadway
New York, NY 10018

NINTH: The merger is permitted by the laws of the jurisdiction of each constituent foreign business corporation and is in compliance therewith. Each constituent foreign business corporation has complied as follows:

SporTVision, Inc. has complied with the applicable provisions of the laws of the State of Delaware under which it is incorporated, and this merger is permitted by such laws.

TENTH: The agreement of merger is on file at the place of business of the surviving foreign business corporation. The address of such foreign business corporation is:

1450 Broadway
New York, NY 10018

ELVENTH: A copy of the agreement of merger will be furnished by the surviving foreign business corporation on request and without cost to any member of any domestic limited liability company or to any person holding interest in any other business entity that is to merge.

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IN WITNESS WHEREOF, this certificate has been subscribed this 3rd day of June, 1999, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

SPORTVISION SYSTEMS, LLC.

By: Bill Squadron
Bill Squadron, Chief Executive Officer, President
Date: June 3, 1999 AUTHORIZED PERSON

SPORTVISION, INC.

By: Bill Squadron
Bill Squadron, Chief Executive Officer, President
Date: June 3, 1999

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CERTIFICATE OF MERGER
OF
SPORTVISION SYSTEMS, LLC
AND
SPORTVISION, INC.
INTO
SPORTVISION, INC.

UNDER SECTION 904-A OF THE BUSINESS CORPORATION LAW

RECEIVED

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STATE OF NEW YORK
DEPARTMENT OF STATE

JUN 04 1999

FILED

TAX \$

BY: MMR

BURNS & LEVINSON
125 SUMMER STREET
BOSTON, MA 02110

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