

REC

12-01-2000

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101534120

Name of conveying party:
SUBMIT IT!, INC.

11/2/00

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State NEW HAMPSHIRE
 Other _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Dates:

1) August 31, 2000 3) _____
2) _____ 4) _____

2. Name and address of receiving party:

Name: LINKEXCHANGE, INC.

Internal Address: _____

Street Address: 217 SECOND STREET

City: SAN FRANCISCO State: CA ZIP: 94105

Individual(s) citizenship _____
 Association
 General Partnership Limited Partnership
 Corporation - State CALIFORNIA
 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).
75/445,931

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: WILLIAM O. FERRON, JR.

Internal Address: SEED INTELLECTUAL
PROPERTY LAW GROUP PLLC

Street Address: 701 FIFTH AVENUE, SUITE 6300

City: SEATTLE State: WA ZIP: 98104-7092

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

7. Total Fee (37 CFR 3.41):\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-1090

(Attach duplicate copy of this page if paying by deposit account)

30/2000 RETAIL 00000217 75445931

FE:401

40.00 DE

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.

WILLIAM O. FERRON, JR.

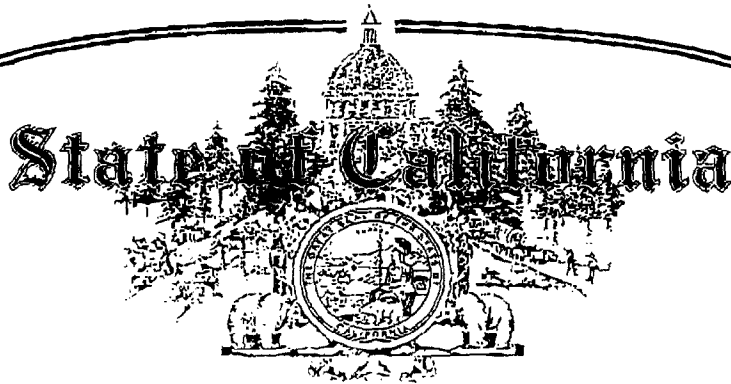
Name of Person Signing

Signature

November 2, 2000

Date

Total number of pages including cover sheet, attachments, and document: 4



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 15 2000



Bill Jones

Secretary of State

A0551844

CERTIFICATE OF OWNERSHIP**MERGER****OF****SUBMIT IT!, INC.****INTO****LINKEXCHANGE, INC.****ENDORSED - FILED**
in the office of the Secretary of State
of the State of California

SEP - 5 2000

BILL JONES, Secretary of State

The undersigned, being officers of LinkExchange, Inc., a California corporation ("LinkExchange"), and Submit It!, Inc., a New Hampshire corporation and a wholly-owned subsidiary of LinkExchange ("Submit It!"), hereby submit the following Certificate of Ownership for the purpose of merging Submit It! with and into LinkExchange pursuant to the provisions of Section 1110 of the General Corporation Law of the State of California and hereby certify as follows:

1. LinkExchange, Inc., a California corporation, is the parent corporation and will be the surviving corporation under the merger herein certified.

2. Submit It!, Inc., a New Hampshire corporation, is the subsidiary corporation and will be the disappearing corporation under the merger herein certified.

3. LinkExchange owns one hundred percent (100%) of the outstanding shares of Submit It!.

4. The following is a copy of the Plan of Merger for merging Submit It! with and into LinkExchange as adopted and approved by the Board of Directors of LinkExchange:

- i. LinkExchange is the owner of all of the outstanding shares of Submit It! and hereby merges Submit It! with and into LinkExchange pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the New Hampshire Business Corporation Act.
- ii. LinkExchange hereby assumes all of the liabilities of Submit It!.
- iii. Submit It!, the disappearing corporation, shall cease to exist as of the effective time and date of the merger pursuant to the provisions of the New Hampshire Business Corporation Act, and LinkExchange, the surviving corporation, shall continue its

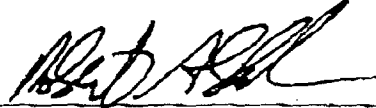
existence pursuant to the provisions of the General Corporation Law of the State of California.

- iv. LinkExchange's articles of incorporation are not amended in any respect or manner by this Plan of Merger.
- v. The issued and outstanding shares of Submit It! immediately prior to the effective time and date of the merger shall not be converted or exchanged in any manner, nor shall any cash or other consideration be paid or delivered for such shares, but each said share, which is issued and outstanding, at the effective time and date of the merger, shall be surrendered and extinguished.
- vi. Each share of LinkExchange, which is issued and outstanding at the effective time and date of the merger, is to be an identical issued and outstanding share of LinkExchange.
- vii. No shares of LinkExchange and no shares, securities, or obligations convertible into such shares of LinkExchange shall be issued or delivered under this Plan of Merger.
- viii. The Board of Directors and the officers of LinkExchange are hereby authorized, empowered and directed to execute the "Certificate of Ownership" and the "Articles of Merger" in the name and on behalf of LinkExchange, and any and all other documents or instruments necessary in connection with the merger and to file such Certificate of Ownership with the appropriate authorities in the State of California and to file such Articles of Merger with the appropriate authorities in the State of New Hampshire, and to take any and all further action as either of such directors or officers deems reasonable, necessary, or appropriate, including paying all necessary fees, to properly merge Submit It! with and into LinkExchange.

On the date set forth below, in Redmond, Washington, each of the undersigned hereby declares under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

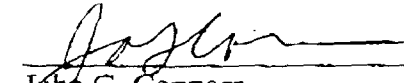
Executed on the 31st day of August 2000.

LINKEXCHANGE, INC.



Robert A. Eshelman
Vice President and Secretary

SUBMIT IT!, INC.



John G. Connors
President and Treasurer

