

12-22-2000

Form PTO-159
6-93

M.P.O.
12.4.00

RECORDED



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NET

U.S. Department of Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):
Burly Bear, LLC

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

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

2. Name and address of receiving party(ies):
Burly Bear Network, Inc.

Street Address:
254 West 54th Street, 11th Floor

City / State:
New York, NY 10019

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

If Assignee is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be separate document from Assignment.)

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

3. Nature of conveyance:

Assignment Security Agreement
 Merger Change of Name
 Other: _____

Execution Date: **December 14, 1999**

4. Trademark Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)
**75817052; 75817055; 75867550; 75868767;
75867524; 75867049**

Additional numbers attached? Yes

B. Registration No.(s):
2183937; 2140233

RECEIVED

DEC 4 2000

No

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

Name: **Mary E. Cohen
Legal Assistant**

Address: **Irell & Manella LLP
1800 Avenue of the Stars
Suite 900**

City: **Los Angeles**
 State: **CA**
 Zip: **90067**

6. Total no. of applications and registrations involved: **8**

7. Total fee (37 CFR 3.41): **\$ 215.00**

Enclosed
 Authorized to charge to deposit account

8. Deposit account number: **09-0946**

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.

12/22/2000 NTHAI1 00000024 75817052

40.00 OP
175.00 OP

Ben Orlanski *Ben Orlanski* **December 1, 2000**
 Name of person signing Signature Date

Total number pages including cover sheet, attachments, and documents: **4**

01 FC:481
02 FC:482

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 MERGER, WHICH MERGES:

"BURLY BEAR, L.L.C.", A NEW YORK LIMITED LIABILITY COMPANY, WITH AND INTO "BURLY BEAR NETWORK, INC." UNDER THE NAME OF "BURLY BEAR NETWORK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



3125920 8100M

991534892

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0137454

DATE: 12-14-99

TRADEMARK
REEL: 002202 FRAME: 0617

Certificate of Merger

of

Burly Bear, L.L.C.
a New York limited liability company

into

Burly Bear Network, Inc.
a Delaware corporation


It is hereby certified that:

1. The constituent entities participating in the merger are:
 - (i) Burly Bear, L.L.C., a New York limited liability company; and
 - (ii) Burly Bear Network, Inc., a Delaware corporation
2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the provisions of Section 264 of the Delaware General Corporation Law and Sections 1001 et. seq. of the New York Limited Liability Company Act.
3. The name of the surviving corporation is Burly Bear Network, Inc., a Delaware corporation.
4. The Certificate of Incorporation of Burly Bear Network, Inc. shall be the Certificate of Incorporation of the surviving corporation.
5. The executed Agreement of Merger is on file at the office of Burly Bear Network, Inc. located at the following address:

254 West 54th Street, 11th Floor
New York, New York 10019
6. A copy of the Agreement of Merger will be furnished by Burly Bear Network, Inc., on request and without cost, to any member of Burly Bear, L.L.C. or to any stockholder of Burly Bear Network, Inc.

IN WITNESS WHEREOF, Burly Bear Network, Inc. has caused this Certificate to be executed by its President this 13th day of December, 1999.

Burly Bear Network, Inc.

By: 

Scott J. Marshall, President