

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Space Holding Corp		05/14/2004	COMPANY: DELAWARE

RECEIVING PARTY DATA	
Name:	Imaginova Corp.
Street Address:	470 Park Avenue South
Internal Address:	9th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Serial Number:	78347061	IMAGINOVA
Serial Number:	78347063	IMAGINOVA
Serial Number:	78347068	IMAGINOVA
Serial Number:	78348662	IMAGINOVA
Serial Number:	78348666	IMAGINOVA

CORRESPONDENCE DATA	
Fax Number:	(615)742-0402
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	615-742-7770
Email:	trademarks@bassberry.com
Correspondent Name:	Paige W. Mills
Address Line 1:	315 Deaderick Street
Address Line 2:	Suite 2700
Address Line 4:	Nashville, TENNESSEE 37238

ATTORNEY DOCKET NUMBER:	110884-000
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CH \$140.00 78347061

NAME OF SUBMITTER:

Paige W. Mills

**Total Attachments: 3**

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**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SPACE.COM, INC.**

**WITH AND INTO**

**SPACE HOLDING CORP.**

(Under Section 253 of the General Corporation Law of the State of Delaware)

**SPACE HOLDING CORP.**, a corporation organized and existing under the laws of the State of Delaware (this "*Corporation*"), **DOES HEREBY CERTIFY:**

**FIRST:** That this Corporation was incorporated on October 19, 2000, pursuant to the Delaware General Corporation Law (the "*DGCL*"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State. This Corporation filed an Amended and Restated Certificate of Incorporation on November 30, 2000, and a Second Amended and Restated Certificate of Incorporation on April 24, 2003.

**SECOND:** That this Corporation owns all of the outstanding shares of the common stock, \$0.0001 par value per share, of space.com, Inc., a corporation incorporated on November 25, 1998 ("*space.com*"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

**THIRD:** That this Corporation, by the following resolutions of its Board of Directors, duly adopted at a telephonic meeting held on March 31, 2004, filed with the minutes of its Board of Directors, pursuant to Section 141 of the DGCL, determined to merge space.com with and into itself (the "*Merger*");

**"NOW, THEREFORE, BE IT RESOLVED,** that space.com, Inc., be merged with and into the Corporation (the "*Merger*"), and that the Corporation be the surviving corporation of the Merger;

**RESOLVED FURTHER,** that the Merger shall become effective upon the filing, pursuant to Section 253 of the General Corporation Law of the State of Delaware, of a Certificate of Ownership and Merger (the "*Certificate of Merger*") with the Secretary of State of the State of Delaware;

**RESOLVED FURTHER,** that upon the effectiveness of the Merger, the name of the Corporation shall be changed from "Space Holding Corp." to "Imaginova Corp.", and (ii) Article FIRST of the certificate of incorporation of the Corporation, as amended and restated to date, shall be amended and restated to read as follows:

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ny-557917

**FIRST:** The name of the Corporation is Imaginova Corp.'

**RESOLVED FURTHER,** that the officers of the Corporation are authorized and directed to file with the Secretary of State of the State of Delaware a Certificate of Merger of the Corporation to effect the purposes of the foregoing resolutions; and be it

**RESOLVED FURTHER,** that each of the officers of the Corporation is authorized, empowered and directed to take all such further actions and to execute and deliver, in the name and on behalf of the Corporation and under its corporate seal or otherwise, any and all such further documents and instruments, and to pay all such expenses, as any such officer may deem necessary or advisable to carry out the purposes of each of the foregoing resolutions and the transactions contemplated thereby; and that the taking of each such action, the execution and delivery of each such document or instrument, and the payment of each of such expenses shall be conclusive evidence of its necessity or advisability; and be it

**RESOLVED FURTHER,** that to the extent that any of the actions authorized by the foregoing resolutions have heretofore been commenced or completed, the same are in all respects hereby approved, ratified and confirmed."

**FOURTH:** That the surviving corporation (the "*Surviving Corporation*") shall be Space Holding Corp.

**FIFTH:** That from and after the effective time of the Merger, the certificate of incorporation, as amended and restated to date, of Space Holding Corp. shall be the certificate of incorporation of the Surviving Corporation, and Article I of said certificate of incorporation shall be amended and restated to read as follows:

**FIRST.** The name of this corporation is Imaginova Corp."

**SIXTH:** That the Merger shall become effective upon the filing, pursuant to Section 253 of the General Corporation Law of the State of Delaware, of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

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IN WITNESS WHEREOF, Space Holding Corp. has caused this Certificate of Ownership and Merger to be signed by its Chief Executive Officer this 14<sup>th</sup> day of May, 2004.

SPACE HOLDING CORP.

By: 

Name: Dan Stone

Title: Chief Executive Officer

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