

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
FindWhat.com		09/03/2004	CORPORATION: NEVADA

**RECEIVING PARTY DATA**

Name:	FindWhat.com, Inc.
Street Address:	5220 Summerlin Commons
City:	Ft. Myers
State/Country:	FLORIDA
Postal Code:	33907
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Serial Number:	78492518	ADREVENUE XPRESS
Serial Number:	78492440	MIVACENTRAL
Serial Number:	78428057	PPC2
Serial Number:	78360056	CAMPAIGNSCHEDULER
Serial Number:	78359389	WE'RE YOUR NEXT BRILLIANT IDEA!
Serial Number:	78359382	SEX DOESN'T ALWAYS SELL...
Serial Number:	78337404	INTELLIMAP
Serial Number:	78319016	POWERED BY FINDWHAT.COM
Serial Number:	78318946	FINDWHAT.COM PERFORMANCE DRIVEN MARKETING
Serial Number:	78249711	AUTO BID
Serial Number:	78249708	ADANALYZER
Serial Number:	78249700	CRUISE CONTROL
Serial Number:	78249690	TRAFFICBUILDER
Serial Number:	78249685	AUTOREPLENISH
Serial Number:	78249681	BUSINESSBUILDER

CH \$515.00 78492518

Registration Number:	2893286	BIDOPTIMIZER
Serial Number:	78249655	PERFORMANCE-DRIVEN MARKETING
Serial Number:	76028323	F.A.S.T.
Registration Number:	2493181	FIND WHAT YOU'RE LOOKING FOR
Registration Number:	2462416	FINDWHAT.COM

**CORRESPONDENCE DATA**

Fax Number: (614)227-2100

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 614-227-2000

Email: ipdocket@porterwright.com

Correspondent Name: Karen K. Hammond

Address Line 1: 41 S. High Street

Address Line 4: Columbus, OHIO 43215

**NAME OF SUBMITTER:**

Belinda L. Reynolds

**Total Attachments: 4**

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**WHEREAS**, the Corporation desires to amend and restate the By-laws of FindWhat.com Delaware in order to effectuate the Reincorporation;

**NOW, THEREFORE, BE IT RESOLVED**, that the form of Amended and Restated Certificate of Incorporation and Amended and Restated By-laws of FindWhat.com Delaware, attached hereto as Exhibits D and E respectively, are hereby approved, and that the appropriate executive officer of this Corporation are authorized and directed to do any and all things and to take any and all actions, including executing, delivering, acknowledging, filing, recording, and sealing of all documents, certificates, statements, or other instruments, and the making of any expenditures, which they may deem necessary or advisable in order to carry out the intent and purposes of this resolution.

**FURTHER RESOLVED**, that the proposed form of merger agreement, attached hereto as Exhibit F (the "Reincorporation Merger Agreement"), is hereby approved, with such changes thereto as the appropriate executive officers of this Corporation may deem necessary or advisable in order to complete the merger of the Corporation with and into FindWhat.com Delaware, subject to the submission to and approval of the Reincorporation Merger Agreement, as may be amended, modified or supplemented, by the Corporation's stockholders, and the appropriate executive officers of this Corporation are hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver the Reincorporation Merger Agreement and any amendments, modifications, and supplements thereto, as any of such appropriate executive officers deem advisable.

**FURTHER RESOLVED**, that the appropriate executive officers of this Corporation are authorized to do any and all things and to take any and all actions, including executing, delivering, acknowledging, filing, recording, and sealing of all documents, certificates, statement, or other instruments and the making of any expenditures, which they may deem necessary or advisable in order to consummate the Reincorporation and otherwise carry out the intent and purposes of the Reincorporation Merger Agreement, as may be amended, and the foregoing resolution.

**FOURTH:** FindWhat.com-Nevada hereby merges itself into said FindWhat.com-Delaware which assumes all of the obligations of FindWhat.com-Nevada.

**FIFTH:** The merger shall be effective on September 3, 2004 at 12:01 a.m.


**SIXTH:** That the merger is to be effected in accordance with the Agreement and Plan of Merger, approved by the foregoing resolutions, which agreement contains the following provisions as required by the Delaware general Corporation Law, with respect to pro rata issuance of stock of the surviving corporation:

On the effective date of the merger, each issued and outstanding share of common stock of FindWhat.com-Nevada will be converted automatically into one share of FindWhat.com-Delaware Common Stock, and each issued and outstanding option and warrant of FindWhat.com-Nevada will be converted automatically into one option or warrant, as the case may be, of FindWhat.com-Delaware. Each stock certificate representing issued and outstanding shares of FindWhat.com-Nevada Common Stock will continue to represent the same number of shares of FindWhat.com-Delaware Common Stock.

SEVENTH: That the merger has been adopted, approved, certified, executed and acknowledged by FindWhat.com-Nevada in accordance with the laws of the State of Nevada, under which the corporation was organized.

IN WITNESS WHEREOF, said FindWhat.com has caused this Certificate to be signed by Craig A. Pizaris-Henderson, its Chairman and CEO this 2 day of September, 2004.

FINDWHAT.COM

By   
Craig A. Pizaris-Henderson  
Chairman and CEO

# Delaware

PAGE 1

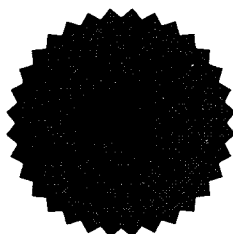
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FINDWHAT.COM", A NEVADA CORPORATION,  
WITH AND INTO "FINDWHAT.COM, INC." UNDER THE NAME OF  
"FINDWHAT.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF SEPTEMBER, A.D. 2004, AT 4:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRD DAY OF SEPTEMBER, A.D. 2004, AT 12:01 O'CLOCK A.M.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3503180 8100M

AUTHENTICATION: 3331691

040642314

DATE: 09-02-04

TRADEMARK  
REEL: 002957 FRAME: 0939

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:47 PM 09/02/2004  
FILED 04:44 PM 09/02/2004  
SRV 040642314 - 3503180 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**FINDWHAT.COM**  
**(a Nevada corporation)**

**INTO**

**FINDWHAT.COM, INC.**  
**(a Delaware corporation)**

**(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF DELAWARE)**

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FindWhat.com, a corporation organized and existing under the laws of Nevada, (hereinafter "FindWhat.com-Nevada").

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 25<sup>th</sup> day of October, 1995, pursuant to the Nevada Revised Statutes of the State of Nevada, the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said state.

**SECOND:** That this corporation owns all of the outstanding shares (of each class) of the stock of FindWhat.com, Inc., a corporation incorporated on the 16<sup>th</sup> day of April, 2002, pursuant to the General Corporation Law of the State of Delaware (hereinafter "Findwhat.com-Delaware").

**THIRD:** That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members taken on the 11<sup>th</sup> day of March, 2004, determined to and did merge itself into said FindWhat.com-Delaware:

**WHEREAS,** the Board of Directors of this Corporation has determined that it is in the best interests of the Corporation to reincorporate the Corporation under the laws of the state of Delaware, thereby changing its domicile from Nevada to Delaware (the "Reincorporation").

**WHEREAS,** the Corporation has previously formed a wholly-owned subsidiary, operating under the name FindWhat.com, Inc. which was incorporated under the laws of the state of Delaware on April 16, 2002 ("FindWhat.com Delaware").

**TRADEMARK**