

32-99

RECORDATION OF TRADEMARK RECEIVED

03-05-1999

Patent and Trademark Office  
Docket No. 30865-15



1999 MAR -2 PM 12:00

100981268

To the Commissioner of Patents and Trademarks: Please refer to

Serial No. 100981268 of the above-mentioned application for registration of the above-mentioned mark.

<p>1. Name of conveying party(ies): D&amp;L Online, Inc.</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-Iowa      <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: EW Acquisition Corporation  Internal Address: c/o EarthWeb, Inc.  Street Address: 3 Park Avenue  City: New York, State: NY ZIP: 10016</p> <p><input type="checkbox"/> Individual(s) citizenship: _____  <input type="checkbox"/> Association: _____  <input type="checkbox"/> General Partnership: _____  <input type="checkbox"/> Limited Partnership: _____  <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u>  <input type="checkbox"/> Other: _____</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <u>2/2/99</u></p>	

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)      B. Registration No.(s)

**2,158,101**

Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Lynn M. Humphreys  Morrison &amp; Foerster LLP  425 Market Street  San Francisco, California 94105-2482</p>	<p>6. Total number of applications and trademark registrations involved: <b>1</b></p> <p>7. Total fee (37 C.F.R. § 3.41): \$40</p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account, referencing Attorney Docket 30865-15</p> <p>8. Deposit account number: <b>03-1952</b></p>
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The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

**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.

Name: Lynn M. Humphreys

  
Signature

2/25/99  
Date

Total number of pages comprising cover sheet, attachments and document: 7

03/04/1999 DNGUYEN 00000191 2158101  
01 FC:481      40.00 DP

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Office of the Secretary of State

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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:

"D&L ONLINE, INC.", A IOWA CORPORATION,

WITH AND INTO "EW ACQUISITION CORPORATION" UNDER THE NAME OF "EW ACQUISITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF FEBRUARY, A.D. 1999, AT 4:30 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 that reads "Edward J. Freel".

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Edward J. Freel, Secretary of State

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991043145

AUTHENTICATION: 9558277

DATE: 02-04-99

TRADEMARK  
REEL: 1864 FRAME: 0695

## CERTIFICATE OF MERGER

This Certificate of Merger (the "Certificate") is entered into as of the 2nd day of February, 1999, by and among EarthWeb Inc., a Delaware corporation (the "Parent"), EW Acquisition Corporation, a Delaware corporation (the "Sub") and D&L Online, Inc., an Iowa S corporation (the "Company").

### RECITALS

The Sub is a wholly-owned subsidiary of Parent and both the Sub and Parent are corporations duly incorporated, validly existing and in good standing under the laws of the State of Delaware.

The Company is an S corporation duly incorporated, validly existing and in good standing under the laws of the State of Iowa.

The respective Boards of Directors of Parent, the Sub and the Company deem it advisable for the mutual benefit of the Sub and the Company, and their respective shareholders, that the Company be merged with and into the Sub (the "Merger") upon the terms and subject to the conditions set forth herein and in the Agreement and Plan of Merger among the parties hereto and two individual shareholders of the Company (the "Selling Shareholders"), dated as of February 2, 1999 (the "Merger Agreement"), and in accordance with the Iowa Business Corporation Act (the "BCA") and the Delaware General Corporation Law (the "GCL").

The Sub, Parent and the Company and their respective Boards of Directors have approved this Certificate and the Merger Agreement. The Selling Shareholders own all (1,000 shares) of the outstanding shares of the Company's capital stock and unanimously approved this Certificate and the Merger Agreement. Parent has approved this Certificate and the Merger Agreement as the sole shareholder of the Sub. Approval by holders of Parent's capital stock is not necessary under applicable law.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as hereinafter defined), the Company shall be merged with and into the Sub in accordance with the BCA and the GCL, and the separate corporate existence of the Company shall cease. (The Sub and the Company are herein sometimes referred to as the "Constituent Corporations," and the Sub, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "Surviving Corporation.")

2. Effective Time. The Merger shall become effective immediately upon the filing of this Certificate with (a) the Secretary of State of the State of Iowa in accordance with Section 490.1105 of the BCA and (b) the Secretary of State of the State of Delaware in accordance with

Section 252 of the GCL. The date and time of such filings are sometimes referred to herein as the "Effective Time."

3. Effect of the Merger. The Merger shall have the effects set forth in Section 490.1106 of the BCA and Section 252 of the GCL.

4. Certificate of Incorporation. The Certificate of Incorporation of the Sub in effect immediately prior to the Effective Time shall, as of and after the Effective Time, be the Certificate of Incorporation of the Surviving Corporation, until thereafter amended as provided by law.

5. By-laws. The By-laws of the Sub in effect immediately prior to the Effective Time shall, as of and after the Effective Time, be the By-laws of the Surviving Corporation, until thereafter amended as provided by law.

6. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Parent, the Sub, the Company or the Selling Shareholders:

(a) All of the common stock, par value \$1.00 per share, of the Company (collectively, the "Company Common Stock") issued and outstanding immediately prior to the Effective Time shall be canceled and extinguished and shall automatically be converted into the right to receive (i) an aggregate 577,778 fully paid and non-assessable shares of the common stock, par value \$.01 per share, of Parent ("Parent Common Stock"), (ii) \$4,000,000 in cash, (iii) the right to receive \$1,500,000 in cash on the six month anniversary of the Effective Time, (iv) the right to receive \$1,500,000 on the one year anniversary of the Effective Time, and (v) the right to receive additional contingent consideration payments described in Article IV of the Merger Agreement. The Company has 3,000,000 shares of authorized common at \$1.00 par.

(b) All shares of Company Common Stock which are held by the Company shall be canceled.

(c) Each issued and outstanding share of stock of Sub shall be converted into and become one validly issued, fully paid and non-assessable share of capital stock of the Surviving Corporation.

(d) The foregoing into which each share of Company Common Stock shall be converted in the Merger as provided herein are hereinafter collectively referred to as the "Merger Consideration."

7. Termination or Abandonment. This Certificate may be terminated and the Merger abandoned at any time prior to the Effective Time by the mutual written consent of the respective Boards of Directors of the Constituent Corporations. In the event of termination of this Certificate as herein provided, neither of the Company, Parent nor the Sub nor their respective Boards of Directors, shareholders or stockholders shall be liable to the other or its respective directors, shareholders or stockholders except as provided in the Merger Agreement.

8. Other Provisions.

(a) Governing Law. This Certificate shall be governed in all respects by the laws of the State of Delaware without giving effect to any conflicts of law provisions thereof.

(b) Entire Agreement. This Certificate and the Merger Agreement contain the entire agreement of the parties hereto and supersede any prior written or oral agreements between them concerning the subject matter contained herein or therein.

(c) Counterparts. This Certificate may be executed in counterparts, each of which shall be an original, but all of which together shall constitute the same agreement.

(d) Modification. This Certificate may not be amended or modified except by an instrument in writing signed on behalf of each of the parties hereto.

9. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252.

10. The Agreement of Merger is on file at the office of EW Acquisition Corporation whose address is c/o EarthWeb Inc., 3 Park Avenue, New York, NY 10016. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, the parties have executed this Certificate by their duly authorized officers as of the date first above written.


**EW Acquisition Corporation**

By: \_\_\_\_\_  
**Jack D. Hidary**  
**Title: President**

**EarthWeb Inc.**

By: \_\_\_\_\_  
**Jack D. Hidary**  
**Title: President**


**D&L Online, Inc.**

By:   
\_\_\_\_\_  
**Name: Lloyd Linn**  
**Title: President**

**EW Acquisition Corporation**

By:   
\_\_\_\_\_  
Jack D. Hidary  
Title: President

**EarthWeb Inc.**

By:   
\_\_\_\_\_  
Jack D. Hidary      JACK D. HIDARY  
Title: President

**D&L Online, Inc.**

By: \_\_\_\_\_  
Name: Lloyd Linn  
Title: President