

RECORDATION FORM COVER SHEET

06-14-2000



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To the Honorable Commissioner of P

Attached original documents or copy thereof.

1. Name of conveying party(ies):

OPR.

Address of receiving party(ies):

InsideTheWeb, Inc.

Name: ITW NewCorp, Inc.

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

Internal Address: _____
 Street Address: 3310 Waterford Drive
 City: Clearwater State: Florida ZIP: 33761

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Execution Date: April 9, 1999

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/527756

INSIDETHEWEB

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: Andrew P. Bridges / Joanne R. Scully

Internal Address: _____

Wilson Sonsini Goodrich and Rosati

Professional Corporation

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304-1050

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:

If fee is insufficient please charge:
23-2415 Attn: 18166-TM1017

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

06/13/2000 JSHRBAZZ 00000105 75527756

DO NOT USE THIS SPACE

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40.00 DP

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.

Joanne R. Scully

Name of Person Signing

Joanne R. Scully

Signature

5/15/00

Date

Total number of pages including cover sheet, attachments, and document: 6

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

State of New York }
Department of State } *ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

OCT 07 1999



A handwritten signature in black ink, appearing to read "J. Clark", with a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

CT-07

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CERTIFICATE OF MERGER
OF

INSIDETHEWEB, INC.
(A New York Corporation)
WITH AND INTO
ITW NEWCORP, INC.
(A Florida Corporation)

Under Section 907 of the New York Business Corporation Law

ITW NewCorp, Inc., a corporation organized and existing under the laws of the State of Florida ("ITW"), does hereby certify:

FIRST: Pursuant to a Plan of Merger duly adopted, and upon the filing of this Certificate of Merger, InsideTheWeb, Inc., a New York corporation, ("InsideTheWeb") shall be merged with and into ITW (the "Merger"), with ITW being the surviving corporation in the Merger.

SECOND: The designation and number of outstanding shares of each class of stock of each corporation which is a party to the Merger is as follows:

- ITW has one hundred (100) outstanding share of common stock.
- InsideTheWeb has one hundred (100) outstanding share of common stock.

THIRD: The Merger of InsideTheWeb with and into ITW, is permitted by, and in compliance with, Sections 902, 903 and 907 of the New York Business Corporation Law and Section 607.1107 of the Florida 1989 Business Corporation Act.

FOURTH: The Merger has been approved by the sole shareholder of InsideTheWeb in accordance with paragraph (a) of Section 902 of the New York Business Corporation Law.

FIFTH: ITW is a corporation organized and existing under the laws of the State of Florida, incorporated on March 9, 1999. ITW has not and does not plan to file an application to do business in New York, and hereby affirmatively declares that it will not do business in the State of New York until such time as an application for such authority shall have been filed with the Department of State of the State of New York.

SIXTH: InsideTheWeb filed its Certificate of Incorporation with the Department of State of the State of New York on August 5, 1998, and under the name of Inside the Web, Inc.

SEVENTH: ITW hereby expressly:

- (1) agrees to be served with process in the State of New York, with respect to any action or special proceeding for the enforcement of any liability or obligation of InsideTheWeb previously amenable to suit in this state, and for the

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enforcement, as provided by the New York Business Corporation Law, of the right of shareholders of InsideTheWeb to receive payment for their shares against ITW.

(2) agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, it will promptly pay to the sole shareholder of InsideTheWeb, the amount, if any, to which such shareholder shall be entitled under the provisions of the New York Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

(3) designates the Secretary of State of the State of New York as ITW's agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the New York Business Corporation Law, in any action or special proceeding. The Secretary of State should mail a copy of any process so served to ITW at the following address:

ITW NewCorp, Inc.
3310 Waterford Drive
Clearwater, FL 33761
Attn: Wanda N. DaLee, President

(4) certifies that, all fees and taxes (including penalties and interest) administered by the department of taxation and finance which are then due and payable by InsideTheWeb have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the Merger (which return, if estimated, shall be subject to amendment) has been filed by InsideTheWeb; and

(5) certifies that, it will within thirty days after the filing of this Certificate of Merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by InsideTheWeb.

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IN WITNESS WHEREOF, ITW and InsideTheWeb have caused this Certificate to be executed by the undersigned, on this 9 day of April, 1999

ATTEST:

By: Wanda N. DaLee
Wanda N. DaLee
Secretary

ITW NewCorp, Inc.
a Florida Corporation.

By: Donald DaLee
Donald DaLee
Vice President

ATTEST:

By: Wanda N. DaLee
Wanda N. DaLee
Secretary

InsideTheWeb, Inc.
a New York Corporation

By: Wanda N. DaLee
Wanda N. DaLee
President

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CERTIFICATE OF MERGER

OF

INSIDETHEWEB, INC.

INTO

ITW NEWCORP. INC.

Under Section 907 of the New York Business Corporation Law

JAC

JCC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 27 1999

TAXS

BY:

JAC

Counsel:

Christina M. Carry, Legal Assistant
Saul, Ewing, Remick & Saul LLP
3800 Centre Square West
1500 Market Street
Philadelphia, PA 19102

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