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Attorney Docket No. 6300.0479

101419666

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

1. Name(s) of conveying party(ies):

GeoCities, Inc.

- Individual(s)
- General Partnership
- Corporation - Delaware
- Association
- Limited Partnership

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: July 30, 1998

2. Name(s) and address(es) of receiving party(ies):

Name: GeoCities

Address: 3420 Central Expressway
Santa Clara, CA 95051

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

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
See Schedule A

B. Trademark Registration No.(s)
See Schedule A

Additional numbers attached? Yes No

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

Name: Christie Baty Heinze

Address: Finnegan, Henderson, Farabow,
Garrett & Dunner, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ 265

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

06-0916

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.

Christie Baty Heinze
Name of Person Signing

Christie Baty Heinze
Signature

July 5, 2000
Date

Total number of pages including cover sheet, attachments, and document: 4

07/31/2000 MTHAI1 00000176 70576237

01 FC:481
02 FC:482

40.00 OP
225.00 OP

**GeoCities (California Corp.)
Trademark/Service Mark Applications and Registrations in USA
Schedule A**

Mark	Application Number	Application Date	Registration Number	Registration Date
PIPELINE	75/576,237	10/27/1998		
GEOPLUS	75/244,225	02/19/1997	2,310,181	01/25/2000
GEOREWARDS	75/244,226	02/19/1997	2,289,762	11/02/1999
GEOSHOPS	75/440,219	02/25/1998	2,294,061	11/23/1999
YOUR HOME ON THE WEB	75/453,204	03/19/1998	2,348,061	05/09/2000
GEOTICKETS	75/244,227	02/19/1997	2,219,961	01/26/1999
GEO WORLD	75/244,221	02/19/1997	2,156,507	05/12/1998
GEOCITIES	75/034,378	12/19/1995	2,124,762	12/30/1997
GEOSTORE	75/244,236	02/19/1997	2,247,000	05/25/1999
GEOPOINTS	75/244,220	02/19/1997	2,222,193	02/09/1999

EXHIBIT A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GEOCITIES, INC.
(a Delaware corporation)

The undersigned, Stephen L. Hansen, hereby certifies that:

ONE: He is the duly elected and acting President and Secretary of said corporation.

TWO: The original Certificate of Incorporation of this corporation was filed with the Secretary of State of Delaware on June 2, 1998 under its present name.

THREE: The Amended and Restated Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of the Corporation shall be GeoCities.

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 9 East Loockerman Street, Dover, Delaware 19901 and the name of the registered agent at that address is National Registered Agents, Inc. Kent county.

ARTICLE III

The nature of the business or purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the Delaware General Corporation Law.

ARTICLE IV

The Corporation is authorized to issue two classes of shares to be designated respectively "Preferred Stock" and "Common Stock." The total number of shares of Preferred Stock authorized is 26,526,406, \$0.0025 par value per share. The total number of shares of Common Stock authorized is 60,000,000, \$0.0025 par value per share.

A. Preferred Stock. The first series of Preferred Stock shall be comprised of 3,108,000 shares designated as "Series A Preferred Stock." The second series of Preferred Stock shall be comprised of 2,900,000 shares designated as "Series B Preferred

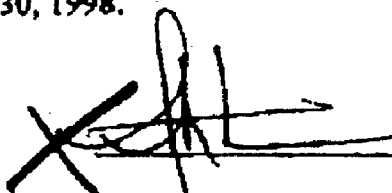
Stock." The third series of Preferred Stock shall be comprised of 1,200,000 shares designated as "Series C Preferred Stock." The fourth series of Preferred Stock shall be comprised of 10,237,288 shares designated as "Series D Preferred Stock." The fifth series of Preferred Stock shall be comprised of 5,714,284 shares designated as "Series E Preferred Stock." The sixth series of Preferred Stock shall be comprised of 3,366,834 shares designated as "Series F Preferred Stock." The relative rights, preferences, restrictions and other matters relating to the Series A Preferred Stock, Series B Preferred

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ARTICLE VII

The foregoing amendment has been duly adopted by the Corporation's Board of Directors in accordance with the applicable provisions of Sections 242 and 243 of the General Corporation Law of the State of Delaware. In addition, said amendment was duly adopted by written consent of the stockholders of the Corporation in lieu of a meeting in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware by the unanimous consent of the voting power of the shares of capital stock of the Corporation's stockholders.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation on July 30, 1998.

A handwritten signature in black ink, appearing to read 'S. Hansen', is written over a horizontal line. The signature is stylized and somewhat cursive.

Stephen L. Hansen, President and Secretary