

05-13-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Salon.com

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: May 14, 2001

2. Name and address of receiving party(ies)

Name: Salon Media Group, Inc. Internal Address: 16th Floor

Street Address: 22 Fourth Street City: San Francisco State: CA Zip: 94103

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations 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) 75/670528

B. Trademark Registration No.(s) 2074460 2195895

Additional number(s) attached Yes No

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

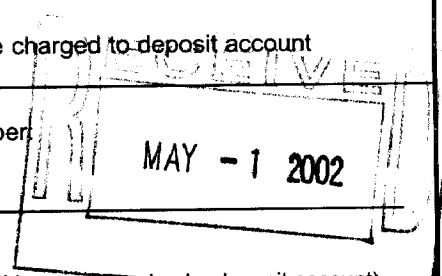
Name: Allyn Taylor Internal Address: Gray Cary Ware & Freidenrich 1191195-104/106/107 Street Address: 400 Hamilton Avenue City: Palo Alto State: CA Zip: 94301

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number



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

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.

Carol Anne Bashir Name of Person Signing

Signature

5/1/02 Date

Total number of pages including cover sheet, attachments, and document: 9

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

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State of Delaware

PAGE 1

Office of the Secretary of 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 MERGER, WHICH MERGES:

"SALON NAMECO, INC.", A DELAWARE CORPORATION, WITH AND INTO "SALON.COM" UNDER THE NAME OF "SALON MEDIA GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

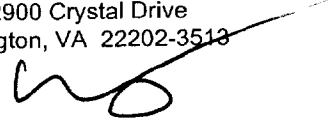
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

CERTIFICATE OF EXPRESS MAILING

I do hereby certify that this correspondence is being deposited with the United States Postal Service as Express Mail on 5/1/02 in an envelope numbered

EL330926547US

addressee to: Assistant Commissioner for Trademarks 2900 Crystal Drive Arlington, VA 22202-3513



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AUTHENTICATION: 1136738

010234324

DATE: 05-16-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/16/2001
010230324 - 3024702

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
SALON NAMECO, INC.
INTO
SALON.COM

Pursuant to Sections 103 and 253 of the
General Corporation Law of the State of Delaware

Salon.com, a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Corporation owns 100% of the outstanding shares of each class of the stock of Salon Nameco, Inc., a Delaware corporation (the "Subsidiary").

THIRD: The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on April 30, 2001, has authorized the merger of the Subsidiary with and into the Corporation (the "Merger"). A true and correct copy of the resolutions adopted are attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and in effect on the date hereof.

FOURTH: The Corporation shall be the surviving corporation of the Merger ("the Surviving Corporation").

FIFTH: At the effective time of the Merger, the name of the Surviving Corporation shall be changed to Salon Media Group, Inc.

SIXTH: The merger shall be effective upon the date of the filing of this Certificate of Ownership and Merger.

IN WITNESS WHEREOF, Salon.com has caused this Certificate of Ownership and Merger to be executed in its corporate name on this 14th day of May 2001.

Salon.com

By: 

Michael D. Donnell

President and Chief Executive Officer

Corp Copy (PA) 0113497.1
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EXHIBIT A
RESOLUTIONS OF SALON.COM
BOARD OF DIRECTORS

Corporate Name Change By Merger

WHEREAS, the Board of Directors of Salon.com has given due and proper consideration to all matters and things which are necessary or appropriate to enable it to evaluate and reach an informed conclusion that it is in the best interest of the Corporation and its shareholders that the Corporation change the corporate name to Salon Media Group, Inc.;

WHEREAS, the Board of Directors of Salon.com has given due and proper consideration to all matters and things which are necessary or appropriate to enable it to evaluate and reach an informed conclusion that the most efficient and appropriate method to change the corporate name to Salon Media Group, Inc. is the formation of a wholly owned subsidiary named Salon Nameco, Inc. and through a merger transaction under Section 253 of the Delaware General Corporate Law of Salon Nameco, Inc. with and into the Corporation, change the corporate name to Salon Media Group, Inc.; and

WHEREAS, the Board of Directors of Salon.com has given due and proper consideration to all matters and things which are necessary or appropriate to enable it to evaluate and reach an informed conclusion as to the fairness and reasonableness of the proposed merger between Salon Nameco, Inc. with and into the Corporation and the benefits to the Corporation of changing its name to Salon Media Group, Inc. as a result of such merger;

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to cause the formation of Salon Nameco, Inc. (the "Subsidiary"), as a wholly owned subsidiary of the Corporation under and pursuant to the laws of the State of Delaware;

FURTHER RESOLVED, that the Subsidiary shall be merged with and into the Corporation (the "Merger") and the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger;

FURTHER RESOLVED, that in connection with the Merger, the Surviving Corporation shall change its name to Salon Media Group, Inc.;

FURTHER RESOLVED, that, from and after the effective time of the Merger, the certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, the bylaws of the Corporation shall be the bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of

Exhibit A

1

the Surviving Corporation, the outstanding common stock and securities of the Corporation shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding common stock of the Subsidiary shall be cancelled;

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name of and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause such Certificate of Ownership and Merger to be filed with the Secretary of State of Delaware pursuant to Sections 103 and 253 of the Delaware General Corporation Law; and that the Merger shall be effective at the time stated in such Certificate of Ownership and Merger; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, a Restated Certificate of Incorporation be prepared; such Restated Certificate of Incorporation be, and it hereby is, approved and adopted in all respects as the Restated Certificate of Incorporation of the Corporation; and that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to cause such Restated Certificate of Incorporation, as restated, to be filed with the Secretary of State of the State of Delaware pursuant to Section 245 of the Delaware General Corporation Law; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to prepare or cause to be prepared necessary forms of certificate to evidence shares of stock of the Corporation (the "Stock"), said forms of certificate to be adopted, as if reviewed and adopted by the Board of Directors by this unanimous written consent; that the proper officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed to execute such; that any or all of such signatures on such Stock certificates may be facsimile signatures; and that in case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such Stock certificates, shall have ceased to be such officer, transfer agent or registrar before the issuance thereof, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, any and all documents and to take any and all actions with federal, state, local and foreign authorities and with the Nasdaq National Market as they, or any of them, may deem necessary or appropriate to effect the corporate name change and the Merger contemplated by the foregoing resolutions and to carry out fully the purpose and intent of such resolutions; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, an Amended Statement by Foreign Corporation with the California Secretary of State to change the name of the Corporation to Salon Media Group, Inc. and to prepare, execute, deliver and file, or cause to be prepared, executed, delivered and filed, any such similar statements or forms required to change the name of the Corporation to Salon

Exhibit A

2

Media Group, Inc. in New York, and in states, other than California and New York, wherein the Corporation is qualified to do business as a foreign corporation; and

FURTHER RESOLVED, that the officers of the Corporation are, and each hereby is, authorized and directed to take such further actions on behalf of the Corporation as may be necessary in order to carry out the foregoing resolutions and to consummate the transactions contemplated thereby; and

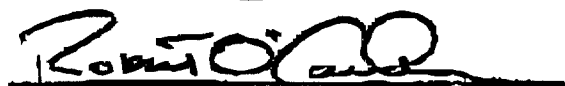
FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects as actions of the Corporation.

**CERTIFICATE OF ADOPTION OF RESOLUTIONS
BY
BOARD OF DIRECTORS OF SALON.COM**

I hereby certify:

That I am the duly elected Chief Financial Officer and Treasurer of Salon.com, a Delaware corporation; that the foregoing Resolutions of the Board of Directors of Salon.com were duly adopted by the Board of Directors of Salon.com on April 30, 2001; and that since that date have not been modified, amended or rescinded and are in full force and in effect on the date hereof.

IN WITNESS WHEREOF, I have subscribed my name on May 1st, 2001.


Robert O'Callahan
Salon.com
Chief Financial Officer



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

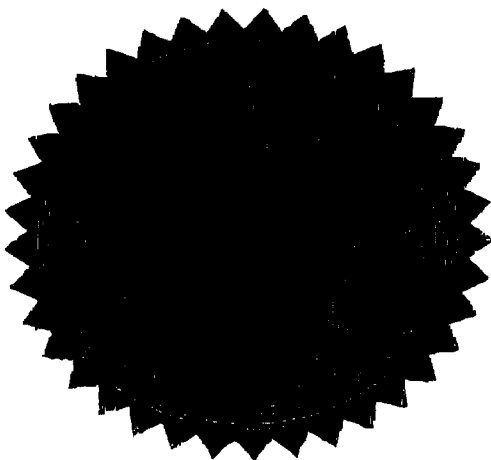
That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 22 2001

A handwritten signature in cursive script that reads 'Bill Jones'.

Secretary of State



AU-30100

AMENDED STATEMENT BY FOREIGN CORPORATION

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

MAY 18 2001

BILL JONES, Secretary of State

Salon Media Group, Inc.

(Name of Corporation)

_____, a corporation organized

and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the following statement:

That the name of the corporation has been changed to that hereinabove set forth and that the name relinquished at the time of such change was Salon.com

Salon Media Group, Inc.

 5/16/01

Michael O'Donnell
President and Chief Executive Officer





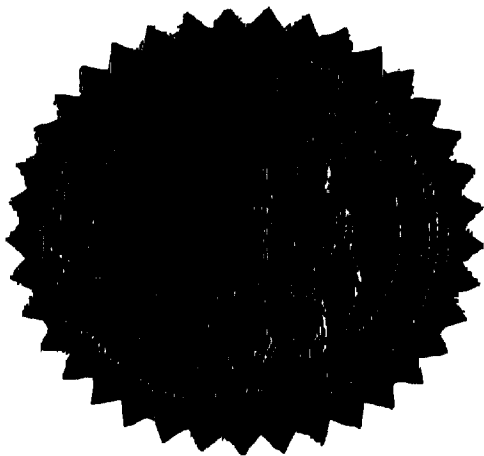
**SECRETARY OF STATE
NAME CHANGE
CERTIFICATE OF QUALIFICATION**

2159833

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the **18th day of May, 2001**, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **SALON.COM**, a corporation organized and existing under the laws of **Delaware**, was changed to **SALON MEDIA GROUP, INC.**. This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of **May 21, 2001**.



Bill Jones
BILL JONES
Secretary of State