

09-30-2003

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RE



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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): TechRepublic Inc.

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

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

2. Name and address of receiving party(ies)

Name: TechRepublic Holdings, Inc.

Internal

Address:

Street Address: 9900 Corporate Camput Drive, Suite 1500

City: Louisville State: KY Zip: 40223

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

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

3. Nature of conveyance:

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

Execution Date: January 31, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,439,135; 2,500,289

Additional number(s) attached Yes No

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

Name: Kimberly G. Russell

Internal Address: Steinhart & Falconer LLP

Street Address: 333 Market Street, Suite 3200

City: San Francisco State: CA Zip: 94105

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-4215

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

09/29/2003 BBYRNE 00000131 194215 2439135

DO NOT USE THIS SPACE

01 FC:6529 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.

Kimberly G. Russell

Handwritten signature of Kimberly G. Russell

September 18, 2003

Name of Person Signing

Signature

Date

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

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

American LegalNet, Inc. www.USCourtForms.com

TRADEMARK REEL: 002833 FRAME: 0900

Delaware

PAGE 1

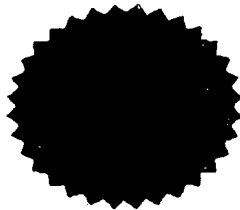
The First State

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:

"TECHREPUBLIC INC.", A DELAWARE CORPORATION,

WITH AND INTO "TECHREPUBLIC HOLDINGS, INC." UNDER THE NAME OF "TECHREPUBLIC HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 2002, AT 4:30 O'CLOCK P.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

3188491 8100M

AUTHENTICATION: 1644022

020143723

DATE: 03-04-02

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

TECHREPUBLIC INC.

INTO

TECHREPUBLIC HOLDINGS, INC.

TechRepublic Holdings, Inc., a Delaware corporation (the "Corporation") does hereby certify:

FIRST: That the Corporation owns all of the outstanding shares of the outstanding capital stock of TechRepublic Inc., a corporation incorporated pursuant to the Delaware General Corporation Law in the State of Delaware.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly by unanimous written consent on January 31, 2002, voted to merge TechRepublic Inc. into the Corporation in accordance with the requirements of Section 253(a) of the General Corporation Law of the State of Delaware:

WHEREAS, in order to (a) create a legal structure that more accurately replicates the operational structure of the businesses and (b) reduce the administrative burden and costs of maintaining separate legal entities and of providing for separate financial reporting for separate legal entities, the Board of Directors has determined that it is in the best interests of the Corporation to merge TechRepublic Inc. with the Corporation.

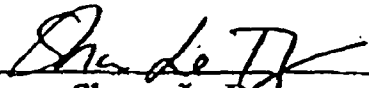
RESOLVED, that the Board of Directors of the Corporation hereby approves the merger of TechRepublic Inc., a wholly owned subsidiary, into the Corporation with the Corporation as the surviving entity and the assumption by the Corporation of the obligations of TechRepublic Inc.;

FURTHER RESOLVED, that the merger shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware;

FURTHER RESOLVED, that a copy of this consent be filed in the minute book of the Corporation.

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said TechRepublic Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said TechRepublic Holdings, Inc. has caused this Certificate to be signed by Sharon Le Duy, its Secretary, this 31st day of January, 2002.


By: Sharon Le Duy
Secretary