

05-12-2000



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2 SHEET

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

1. Name of conveying party(ies):

Cinebase Software, Inc.

Additional name(s) of conveying parties attached? ☐ YES ☒ NO

3. Nature of Conveyance:

☐ Assignment ☒ Merger

☐ Security Agreement ☐ Change of Name

☐ Other: _____

Execution Date: January 27, 2000

2. Name and address or receiving party(ies):

Name 1: Picture Network International, Ltd.

Street Address: 2600 Park Tower Drive, Suite 600

City: Vienna State: VA ZIP: 22180

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

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

A. Patent Application No.(s)

B. Patent No.(s)

5,600,775

5,553,281

Additional numbers attached? ☐ YES ☒ NO

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

Name: Peter A. Borsari Street

Address: Borsari & Associates, P.C.

2001 Jefferson Davis Highway, Suite 808

City: Arlington State: Virginia ZIP: 22202

Telephone: 703 415 4633

6. Total number of applications and patents involved: 2

7. Total fee (37 CFR 3.41) \$ 80.00

☒ 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

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80.00 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.

Peter A. Borsari

Name of Person Signing

Signature

May 1, 2000

Date

OMB No. 0651-0011 (exp 4/94)

Mail documents to be recorded with the required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

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:

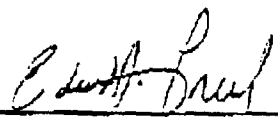
"CINEBASE SOFTWARE, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "PICTURE NETWORK INTERNATIONAL, LTD." UNDER
THE NAME OF "EMOTION, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D.
2000, AT 1 O'CLOCK P.M.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION:

0221776

DATE:

01-27-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 01/27/2000
001042652 - 2287974

CERTIFICATE OF MERGER
MERGING CINEBASE SOFTWARE, INC.,
A CALIFORNIA CORPORATION, WITH AND INTO
PICTURE NETWORK INTERNATIONAL, LTD.,
A DELAWARE CORPORATION

(PURSUANT TO SECTION 252 OF THE GENERAL CORPORATION
LAW OF THE STATE OF DELAWARE)

Picture Network International, LTD. a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

1. The constituent corporations participating in the merger herein certified are:
 - (a) Picture Network International, LTD., a Delaware corporation; and
 - (b) Cinebase Software, Inc., a California corporation.
2. An Agreement and Plan of Reorganization and Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (b) of Section 252 of the Delaware General Corporation Law, to wit, by Picture Network International, LTD., a Delaware corporation, and Cinebase Software, Inc., a California corporation.
3. The name of the surviving corporation in the merger herein certified is Picture Network International, LTD., a Delaware corporation, which will continue its existence as said resulting corporation under the name eMotion, Inc., upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
4. The Certificate of Incorporation of the resulting corporation is amended and restated and is attached hereto as Exhibit A (the "Amended Certificate"), such Amended Certificate shall be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.
5. The executed Agreement and Plan of Reorganization and Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:

2600 Park Tower Drive
Suite 600
Vienna, Virginia 22180
6. A copy of the aforesaid Agreement and Plan of Reorganization and Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of the California corporation or any stockholder of the surviving Delaware corporation.

7. The number of authorized shares of capital stock of Cinebase Software, Inc., a California corporation, is 100,000,000 shares of Common Stock, without par value, and 30,000,000 shares of Preferred Stock, without par value. The Preferred stock is designated as follows: 1,264,137 shares of Series A Preferred Stock, 6,500,000 shares of Series B Preferred Stock, 16,000,000 shares of Series C Preferred Stock, 1,500,000 shares of Series D Preferred Stock, and 4,735,863 shares of undesignated Preferred Stock. The number of shares of stock issued and outstanding shares is 10,126,779 shares of Common Stock, 1,264,137 shares of Series A Preferred Stock, 6,500,000 shares of Series B Preferred Stock, 13,786,352 shares of Series C Preferred Stock, and no shares of Series D Preferred Stock.

8. The Merger is effective upon filing of this Certificate of Merger.

Executed on this 27th day of January, 2000.

Picture Network International, LTD.

By: 

Robert L. Griffin, Chief Executive Officer