

03-13-2003



FORM PTO-1595
(Rev. 3/01)
OMD NO. 0651-0011 exp

102388807

Sheet

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

7:11 AM 10:43

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents properly hereof.

FINANCE SECTION

1. Name of conveying party(ies):
The Right Bits, Inc., a California Corporation
3-11-03
Additional name(s) of conveying party(ies) attached?
 No Yes

2. Name and address of receiving party(ies):
Name: Digital Stream USA, Inc.
Internal Address: _____

3. Nature of Conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date(s): January 24, 2003

Street Address: 1259 Lakeside Drive, Suite 2211
City: Sunnyvale State/Province: CA Zip: 94085
Country: _____
Additional name(s) & address(es) attached? Yes No

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)
09/649,143

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Blakely, Sokoloff, Taylor & Zafman LLP
Internal Address: _____
Street Address: 12400 Wilshire Boulevard, 7th Floor
City: Los Angeles State: California Zip: 90025

6. Total number of applications and patents involved: 1
7. Total Fee (37 CFR 3.41)...\$40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit Account Number:
02-2666
(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 believe, the foregoing is true and correct and any attached copy is a true copy of the original document

Daniel M. DeVos
Name of Person Signing

Signature

3/4/03
Date

Total number of pages including cover sheet, attachments, and document: 5

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

Atty Docket No. 6468P010

03/12/2003 LNUELLER 00000102 09649143

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:09 AM 01/30/2003
030064167 - 3530417

CERTIFICATE OF MERGER

OF

THE RIGHT BITS, INC.
(a California corporation)

INTO

DIGITAL STREAM USA, INC.
(a Delaware corporation)

**(Under Section 252 of the General
Corporation Law of the State of Delaware)**

Digital Stream USA, Inc. hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) The Right Bits, Inc., a California corporation; and**
- (b) Digital Stream USA, Inc., a Delaware corporation.**

(2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by The Right Bits, Inc., and by Digital Stream USA, Inc. in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

(3) The name of the surviving corporation in the merger herein certified is "Digital Stream USA, Inc., a Delaware corporation, which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

(4) The certificate of incorporation of Digital Stream USA, Inc. shall be the certificate of incorporation of the surviving corporation.

(5) The executed Agreement and Plan of Merger is on file at the principal place of business of Digital Stream USA, Inc. at 1259 Lakeside Drive, Suite 2211, Sunnyvale, CA 94085.

(6) A copy of the Agreement and Plan of Merger will be furnished by Digital Stream USA, Inc., on request and without cost, to any stockholder of The Right Bits, Inc., or Digital Stream USA, Inc.

(7) The authorized capital stock of The Right Bits, Inc. is Fifty Million (50,000,00) shares of Common Stock, without par value.

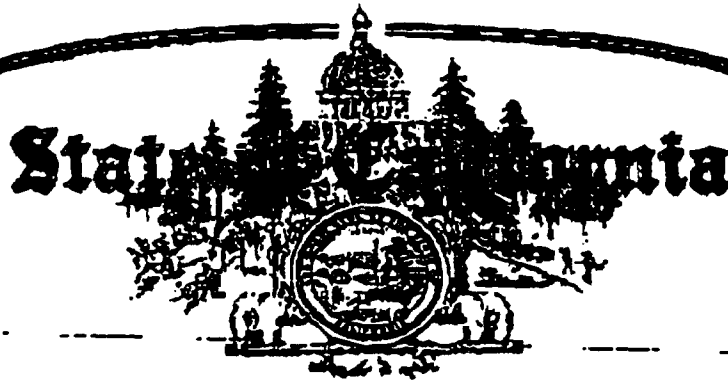
IN WITNESS WHEREOF, Digital Stream USA, Inc. has caused this certificate to be signed by Francis E. Wilde, its Chairman, on the 24th day of January, 2003.

Digital Stream USA, Inc.

BY: Francis E. Wilde
Francis E. Wilde
Chairman



00697587



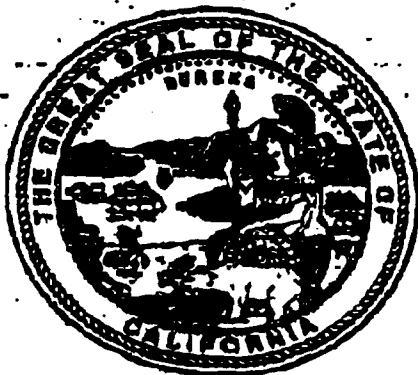
SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 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

FEB - 5 2003



Kevin Shelley
Secretary of State

00697587

Delaware

The First State

ENDORSED - FILE!
In the office of the Secretary of State
of the State of California

PAGE 1 JAN 31 2003

KEVIN SHELLEY
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:

"THE RIGHT BITS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "DIGITAL STREAM USA, INC." UNDER THE NAME OF

"DIGITAL STREAM USA, INC.", A CORPORATION ORGANIZED AND EXISTING

UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED

IN THIS OFFICE THE THIRTIETH DAY OF JANUARY, A.D. 2003, AT 11:49
O' CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2234715

DATE: 01-30-03

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121-27-818

NEWCO CORPORATE / SEARCH INC 02-0303 0002-88-48

PATENT

RECORDED: 03/11/2003

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