

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

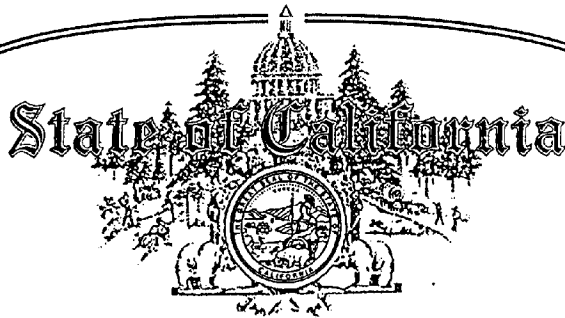
SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2000
CONVEYING PARTY DATA	
Name	Execution Date
E Guide, Inc.	12/20/2000
RECEIVING PARTY DATA	
Name:	Gemstar Development Corporation
Street Address:	6922 Hollywood Blvd
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90028
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	6154203
Patent Number:	6456338
CORRESPONDENCE DATA	
Fax Number:	(212)596-9090
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2125969000
Email:	brian.mack@ropesgray.com
Correspondent Name:	Brian E. Mack
Address Line 1:	1211 Avenue of the Americas
Address Line 2:	Ropes & Gray LLP
Address Line 4:	New York, NEW YORK 10036-8704
ATTORNEY DOCKET NUMBER:	IS-31
NAME OF SUBMITTER:	Brian E. Mack
Total Attachments: 4	

CH \$80.00 6154203

500377912

PATENT
REEL: 019974 FRAME: 0255

source=EGuideMerger#page1.tif
source=EGuideMerger#page2.tif
source=EGuideMerger#page3.tif
source=EGuideMerger#page4.tif



SECRETARY OF STATE

I, *BILL JONES*, 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

APR 03 2001

Bill Jones

Secretary of State

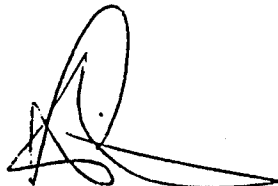
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

I, STEPHEN A. WEISWASSER, certify that:

1. That I am the President, Chief Financial Officer and Secretary of E GUIDE, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. The shareholder approval was by the sole shareholder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 248,370.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my knowledge.

Dated: 12/20/00



STEPHEN A. WEISWASSER, President,
Chief Financial Officer and Secretary


CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

ELSIE MA LEUNG and STEPHEN A. WEISWASSER, certify that:

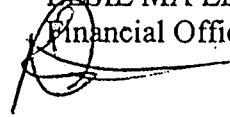
1. They are the Chief Financial Officer, President and Secretary of GEMSTAR DEVELOPMENT CORPORATION, a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. The shareholder approval was by the sole shareholder of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 103,500.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my knowledge.

Dated: 12/20/00



ELSIE MA LEUNG, Chief
Financial Officer and President



STEPHEN A. WEISWASSER,
Secretary

MAR 27 2001

BILL JONES, Secretary of State

AGREEMENT OF MERGER

This Agreement of Merger is entered into between GEMSTAR DEVELOPMENT CORPORATION, a California corporation (herein "*Surviving Corporation*") and E GUIDE, INC., a California corporation (herein "*Merging Corporation*").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

GEMSTAR DEVELOPMENT CORPORATION,
a California corporation

By: 

Elsie Ma Leung, President and
Chief Financial Officer

GEMSTAR DEVELOPMENT CORPORATION,
a California corporation

By: 

Stephen A. Weiswasser, Secretary

E GUIDE, INC.
a California corporation

By: 

Stephen A. Weiswasser, President,
Chief Financial Officer and Secretary

PATENT