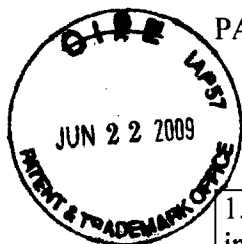


PATENTS ONLY

06-24-2009



103564794



62289

1. Name of party or parties conveying an interest: NetRatings, Inc. A Delaware Corporation 770 Broadway New York, New York 10003	2. Name and address of party or parties receiving an interest: Name: NetRatings, LLC A Delaware Limited Liability Company 770 Broadway New York, New York 10003
3. Description of the interest conveyed: ___ Assignment ___ Merger ___ Change of Name ___ Security Agreement Execution Date: October 1, 2008	Other: <u>X</u> Conversion
4. Application number(s) or patent number(s). Additional sheet attached? YES ___ NO <u>X</u> A. Patent Application no.(s):	If the document is being filed together with a new application, the execution date of the application is: B. Patent no.(s): 6,763,386 issued on July 13, 2004
5. Name and address of party to whom correspondence concerning this cover sheet should be mailed: Name: Sergio Filice Registration No.: 59,727 HANLEY, FLIGHT & ZIMMERMAN, LLC Street Address: 150 S. Wacker Drive Suite 2100 City: Chicago State: Illinois Zip: 60606	6. Number of applications and/or patents identified on this cover sheet: 1 ----- 7. Amount of fee enclosed or authorized to be charged: \$40.00 ----- 8. Any additional required fee may be charged, or any overpayment credited to our deposit account: 50-2455

9. To the best of my knowledge and belief, the information contained on this cover sheet is true and correct and any copy submitted is a true copy of the original document. I hereby certify that this paper is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450 on this date:

Date: 6/19/2009

06/23/2009 DBYRNE 00000027 502455 6763386
06/23/2009 LMUELLER 00000027 502455 6763386
Sergio Filice
Registration No.: 59,727
01 FC:8021 40.00 CR

Total number of pages including cover sheet, attachments, and document: 4

06/23/2009 LMUELLER 00000020 6763386

01 FC:8021

40.00 DP

PATENT
REEL: 022856 FRAME: 0910

STATE OF DELAWARE
CERTIFICATE OF CONVERSION

of

NetRatings, Inc.

(a Delaware corporation)

to

NetRatings, LLC

(a Delaware limited liability company)

This Certificate of Conversion to Limited Liability Company is being duly executed and filed by an authorized person, to convert NetRatings, Inc., a Delaware corporation (the "Corporation"), to a Delaware limited liability company, under Section 18-214 of the Delaware Limited Liability Company Act (the "Act").

- (1) The jurisdiction where the Corporation was first formed is Delaware.
- (2) The jurisdiction of the Corporation immediately prior to filing this Certificate is Delaware.
- (3) The date the Corporation was first incorporated in Delaware is July 2, 1997.
- (4) The name of the Corporation immediately prior to filing this Certificate was NetRatings, Inc.
- (5) In accordance with Section 266(b) of the General Corporation Law of the State of Delaware (the "DGCL"), the Board of Directors (the "Board") and the sole stockholder of the Corporation by a written consent of the Board in accordance with the provisions of Section 141(f) of the DGCL and written consent of the sole stockholder of the Corporation in accordance with Section 228 of the DGCL, adopted a resolution approving the conversion of the Corporation into a Delaware limited liability company.
- (6) The name of the Limited Liability Company as set forth in the Certificate of Formation is NetRatings, LLC.
- (7) The conversion shall be effective upon the acceptance of the filing of this Certificate of Conversion by the Secretary of State of the State of Delaware.

[the next page is the signature page]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion
on this 1st day of October, 2008.

NETRATINGS, INC.

By: Harris Black

Harris Black
Authorized Person

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NETRATINGS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NETRATINGS, INC." TO "NETRATINGS, LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2008, AT 8:50 O'CLOCK A.M.

2769374 8100V

081001834

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6886342

DATE: 10-01-08

RECORDED: 06/22/2009

PATENT
REEL: 022856 FRAME: 0913