

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Vivo Software, Inc.	03/24/1998
RECEIVING PARTY DATA	
Name:	RN Acquisition Corporation
Street Address:	2601 Elliott Avenue, Suite 1000
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98121
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	5712809
CORRESPONDENCE DATA	
Fax Number:	(206)217-2201
Phone:	2062172200
Email:	patents@aeonlaw.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Adam L.K. Philipp
Address Line 1:	1218 3rd Avenue, Suite 2100
Address Line 4:	Seattle, WASHINGTON 98101
ATTORNEY DOCKET NUMBER:	RN047 MERG VIVO TO RN ACQ
NAME OF SUBMITTER:	Adam L.K. Philipp
Total Attachments: 12 source=Vivo_into_RN_Acquisiton_WA_cert_merger#page1.tif source=Vivo_into_RN_Acquisiton_WA_cert_merger#page2.tif source=Vivo_into_RN_Acquisiton_WA_cert_merger#page3.tif source=Vivo_into_RN_Acquisiton_WA_cert_merger#page4.tif	

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STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

ARTICLES OF MERGER

to

RN ACQUISITION CORP.

a Washington Profit corporation,

were filed for record in this office on the date indicated below.


Merging VIVO SOFTWARE, INC. (A Massachusetts corp. not qualified in Washington)
into RN ACQUISITION CORP.

UBI Number: 601 855 177

Date: March 24, 1998



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital


RALPH MUNRO
Ralph Munro, Secretary of State
2-576982-9

PATENT

REEL: 027905 FRAME: 0536

MAR 24 1998

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF MERGER
RN ACQUISITION CORP.
AND
VIVO SOFTWARE, INC.

Pursuant to the provisions of RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging VIVO SOFTWARE, INC., a Massachusetts corporation (the "Merged Corporation"), with and into RN ACQUISITION CORP., a Washington corporation (the "Surviving Corporation").

1. The Plan of Merger dated Feb. 20, 1998 by and between the Merged Corporation and the Surviving Corporation is attached hereto as Exhibit A (the "Plan of Merger").

2. The Plan of Merger was duly approved by the shareholders of each of the Merged Corporation and the Surviving Corporation pursuant to RCW 23B.11.030.

3. These Articles of Merger shall be effective as of March 24, 1998.

Dated as of March 24, 1998.

RN ACQUISITION CORP.

By Bruce Jacobsen
Its President

EXHIBIT A

PLAN OF MERGER

Pursuant to RCW 23B.11, the Plan of Merger of Vivo Software, Inc., a Massachusetts corporation ("Vivo" or the "Merged Corporation") and RN ACQUISITION CORP., a Washington corporation ("RN Acquisition" or the "Surviving Corporation") is as follows:

R E C I T A L S

A. Vivo is a corporation organized and existing under the laws of the Commonwealth of Massachusetts. Vivo has authorized capital stock consisting of 28,022,082 shares of Vivo Common Stock ("Vivo Common") of which 2,744,909 shares are issued and outstanding; 18,782,979 shares of Vivo Preferred Stock of which 3,510,000 shares have been designated as Series A Preferred Stock, all of which are outstanding; 3,232,979 shares have been designated as Series B Preferred Stock, all of which are outstanding; 2,840,000 shares have been designated as Series C Preferred Stock, all of which are outstanding; and 9,200,000 shares have been designated Series D Preferred Stock, of which 836,369 shares are outstanding.

B. RN ACQUISITION is a corporation organized and existing under the laws of the State of Washington. RN ACQUISITION has authorized and issued capital stock consisting of One Hundred (100) shares of stock par value \$0.01 per share.

C. Vivo and RN ACQUISITION have entered into an Agreement and Plan of Merger dated February 20, 1998 (the "Merger Agreement"), which provides among other things for the Merged Corporation to merge with and into the Surviving Corporation. All capitalized terms not defined herein shall have the meaning set forth in the Merger Agreement.

D. The Boards of Directors of the Merged Corporation and the Surviving Corporation deem it advisable for the Merged Corporation to merge with and into RN ACQUISITION.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the Merged Corporation and the Surviving Corporation hereby agree to the following Plan of Merger:

1. Names of Constituent Corporations. Vivo will be merged with and into RN ACQUISITION. RN ACQUISITION will be the Surviving Corporation.

2. Terms and Conditions of Merger. The Merger shall become effective on such date and at such time (the "Effective Time") as (a) properly executed Articles of Merger, including, in the State of Washington, this Plan of Merger, are duly filed with the Secretary of State of the State of Washington and the Secretary of State of the Commonwealth of Massachusetts, or (b) such later date and time as may be specified in the Articles of Merger. Upon the Effective Time the separate corporate existence of the Merged Corporation shall cease; title to all real estate and other property owned by the Merged Corporation or the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment; and, the Surviving Corporation shall have all rights and liabilities of the Merged Corporation and the Surviving Corporation. Any proceeding pending by or against the Merged Corporation or the Surviving Corporation may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merged Corporation.

3. Governing Law. The laws of the State of Washington shall govern the Surviving Corporation.

4. Name. The name of the Surviving Corporation shall be RN Acquisition Corp.

5. Registered Office and Agent. The address of the registered office of the Surviving Corporation shall be 1111 Third Avenue, Suite 2900, Seattle, WA 98101. The registered agent shall be Kelly Jo MacArthur.

6. Articles of Incorporation. The Articles of Incorporation shall be those of the Surviving Corporation immediately prior to the Effective Time.

7. Bylaws. The Bylaws shall be those of the Surviving Corporation immediately prior to the Effective Time.

8. Directors and Officers. The directors of the Surviving Corporation shall be Robert Glaser and Bruce Jacobsen, until their respective successors are duly elected and qualified. The officers of the Surviving Corporation shall be Robert Glaser (Chief Executive Officer), Bruce Jacobsen (President), Kelly Jo MacArthur (Secretary) and Mark Klebanoff (Treasurer).

9. Manner and Basis of Converting Shares. As of the Effective Time, each share of Vivo Common outstanding immediately prior to the Effective Time shall be converted, without any action on the part of the holders thereof, into the right to receive 0.04449 shares of common stock, par value \$0.001 per share, of RealNetworks, Inc., a Washington corporation and parent of the Surviving Corporation.

10. Shareholder Approval. Pursuant to Chapter 156B, Section 78 of the Massachusetts Business Corporation Law and RCW 23B.11.040, the shareholders of

the Merged Corporation and the Surviving Corporation have approved this Plan of Merger.

11. Termination of Merger. This merger may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State of the State of Washington and the Secretary of State of the Commonwealth of Massachusetts, upon a vote of a majority of the respective Boards of Directors of the Merged Corporation and the Surviving Corporation.

12. Counterparts. This Plan of Merger may be executed in counterparts, and such counterparts shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 20th day of February, 1998.

VIVO SOFTWARE, INC.

By _____

Its: _____

RN ACQUISITION CORP.

By Bruce Jacobsen

Its: President

the Merged Corporation and the Surviving Corporation have approved this Plan of Merger.

11. Termination of Merger. This merger may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State of the State of Washington and the Secretary of State of the Commonwealth of Massachusetts, upon a vote of a majority of the respective Boards of Directors of the Merged Corporation and the Surviving Corporation.

12. Counterparts. This Plan of Merger may be executed in counterparts, and such counterparts shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 20th day of February, 1998.

VIVO SOFTWARE, INC.

By Zerius W. Hutchinson III
Its: President

RN ACQUISITION CORP.

By _____
Its: _____

COPY

FEDERAL IDENTIFICATION NO. 04-316185
FEDERAL IDENTIFICATION NO. Applied For

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION / *MERGER (General Laws, Chapter 156B, Section 79)

*Consolidation / *merger of

Vivo Software, Inc.

RN Acquisition Corp.

the constituent corporations, into

RN Acquisition Corp.

~~a new corporation~~ / *one of the constituent corporations organized under the laws of Washington

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

March 24, 1998

3. (For a merger)

**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger: None.

~~(For a consolidation)~~

(a) The purpose of the ~~resulting~~ corporation is to engage in the following business activities:

N/A

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CORPORATION DIVISION

**Delete the inapplicable words.*

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

PATENT

REEL: 027905 FRAME: 0542

~~(For a consolidation)~~

~~State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:~~

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

~~** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.~~

~~*** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:~~

~~** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:—~~

~~Item 4 below may be deleted if the resulting / surviving corporation is organized under the laws of a state other than Massachusetts.~~

~~4. The information contained in Item 4 is not a permanent part of the Articles of Organization of the *resulting / *surviving corporation.~~

~~(a) The street address (post office boxes are not acceptable) of the *resulting / *surviving corporation in Massachusetts is:—~~

~~** If there are no provisions state "None".~~

~~(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:~~

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

~~(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:~~

Item 5 below may be deleted if the ~~resulting~~/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / ~~Vice President~~ and *Clerk / ~~Assistant Clerk~~ of Vivo Software, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~*consolidation~~ / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

James W. Hutcherson, *President / ~~Vice President~~

_____, *Clerk / ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Bruce Jacobsen, President and †† Kelly Jo MacArthur, Secretary, of BN Acquisition Corp., a corporation organized under the laws of the state of Washington, further state under the penalties of perjury that the agreement of ~~*consolidation~~ / *merger has been duly adopted by such corporation in the manner required by the laws of the state of Washington.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Bruce Jacobsen, President

†† Kelly Jo MacArthur

PATENT

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~~(b) The name, residential address and post-office address of each director and officer of the *resulting / *surviving corporation is:~~

NAME

RESIDENTIAL ADDRESS

POST OFFICE ADDRESS

President:

Treasurer:

Clerk:

Directors:

~~(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:~~

~~(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:~~

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice President and *Clerk / *Assistant Clerk of Vivo Software, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, *President / *Vice President

Jane E. Spence, *Clerk / *Assistant Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Bruce Jacobsen, President and †† Kelly Jo MacArthur, Secretary, of RN Acquisition Corp., a corporation organized under the laws of the state of Washington, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly adopted by such corporation in the manner required by the laws of the state of Washington.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† _____

†† _____

PATENT

REEL: 027905 FRAME: 0545

~~(b) The name, residential address and post office address of each director and officer of the *resulting / *surviving corporation is:~~

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors:			

~~(c) The fiscal year end (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of~~

~~(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:~~

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The *resulting / *surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the *resulting / *surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned *President / *Vice-President and *Clerk / *Assistant-Clerk of Vivo Software, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of *consolidation / *merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

_____, *President / *Vice-President

_____, *Clerk / *Assistant-Clerk

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Bruce Jacobsen, President and †† Kelly Jo MacArthur, Secretary of RN Acquisition Corp., a corporation organized under the laws of the state of Washington, further state under the penalties of perjury that the agreement of *consolidation /

*merger has been duly adopted by such corporation in the manner required by the laws of the state of Washington.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Bruce Jacobsen, President

†† Kelly Jo MacArthur, Secretary

PATENT

REEL: 027905 FRAME: 0546

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 _____.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Anil Khosla, Esquire

Peabody & Arnold LLP

50 Rowes Wharf, Boston, MA 02110

Telephone: (617) 951-2100