

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/26/2007
CONVEYING PARTY DATA	
Name	Execution Date
Avatar Factory Corporation	01/26/2007
RECEIVING PARTY DATA	
Name:	IMVU, Inc.
Street Address:	164 Hamilton Avenue
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94301
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13610418
CORRESPONDENCE DATA	
Fax Number:	9164045569
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4084064855
Email:	jim@salteriplaw.com
Correspondent Name:	Jim H Salter
Address Line 1:	105 Thoreau Ln
Address Line 4:	Folsom, CALIFORNIA 95630
ATTORNEY DOCKET NUMBER:	IMVU2CON2
NAME OF SUBMITTER:	Jim H. Salter
Total Attachments: 4 source=IMVU2_Assignment_2#page1.tif source=IMVU2_Assignment_2#page2.tif source=IMVU2_Assignment_2#page3.tif source=IMVU2_Assignment_2#page4.tif	

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State of California
Secretary of State

I, DEBRA BOWEN, 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

JAN 26 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

Delaware

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The First 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 OWNERSHIP, WHICH MERGES:

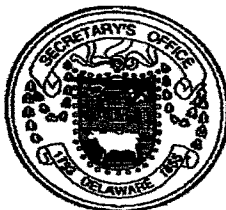
"AVATAR FACTORY", A UNITED STATES CORPORATION,

WITH AND INTO "IMVU, INC." UNDER THE NAME OF "IMVU, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 4:46 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

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

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061202546



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5337173

DATE: 01-08-07

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Avatar Factory
(a California corporation)

into

IMVU, Inc.
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)

IMVU, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of Avatar Factory, a California corporation ("Avatar Factory").
2. The Company, by the following resolutions duly adopted on October 27, 2005 by unanimous written consent of its Board of Directors, hereby merges Avatar Factory into the Company, such merger to be effective at 11:59 PM on December 31, 2006:

"Short-Form Merger with Avatar Factory"

WHEREAS, it is deemed in the best interests of the Company and its stockholders to consolidate its operations by merging Avatar Factory with and into the Company (the "Merger") and for the Company to be possessed of all the estate, property, rights, privileges and franchises of Avatar Factory, and to assume all of Avatar Factory's liabilities and obligations.

WHEREAS, Section 253 of the Delaware General Corporation Law provides that if a parent corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such subsidiary corporation may be merged with and into the parent corporation upon the adoption of appropriate resolutions by the Board of Directors of the parent corporation and the filing of a Certificate of Ownership and Merger (the "Certificate of Merger") with the appropriate Secretary of State offices.

RESOLVED, that the Merger is approved, and that the Company shall merge into itself Avatar Factory, and that the Company shall thereupon assume all the liabilities and obligations of Avatar Factory pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California General Corporation Law.

RESOLVED FURTHER, that in case the Company shall not own all the shares of stock of all classes of Avatar Factory outstanding immediately prior to the effectiveness of the Merger, then upon the Merger becoming effective, each issued and outstanding share of Common Stock of Avatar Factory (other than shares owned by the Company) will be converted into the right to receive one share of the Company's Common Stock, and each issued and outstanding share of Series A Preferred Stock of Avatar Factory (other than shares owned by the Company) will be converted into the right to receive one share of the Company's Series A Preferred Stock, in each case upon surrender to the Company of the certificates formerly representing such shares of capital stock of Avatar Factory.

RESOLVED FURTHER, that the Certificate of Incorporation and Bylaws of the Company shall not be amended as a result of the Merger, and shall remain the Certificate of Incorporation and Bylaws of the surviving corporation.

RESOLVED FURTHER, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the applicable laws of any other jurisdiction, and will cause to be performed all necessary acts within Delaware and California and in any other applicable jurisdiction necessary and appropriate to effect the Merger.

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to execute all certificates, documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to effect the Merger and to carry out and perform the purposes of these resolutions."

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its President and Chief Executive Officer on this 29th day of December, 2006.

IMVU, Inc.
a Delaware corporation


Will Harvey
President and Chief Executive Officer

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