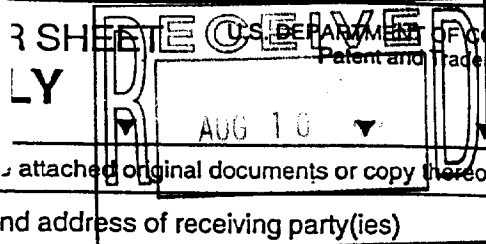


08-13-1999

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings



To the Honorable Commissioner of 101116536

attached original documents or copy thereof.

1. Name of conveying party(ies):

internet.com LLC

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: internet.com Corporation

Internal Address:

Street Address: 20 Ketchum Street

City: Westport State: CT ZIP: 06880

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: June 24, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

8.10.99

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Claudia Cantarella, Esq.

Internal Address: Willkie Farr & Gallagher

Street Address: 787 Seventh Avenue

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 59

7. Total fee (37 CFR 3.41).....\$ 1,490.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

23-2405

(Attach duplicate copy of this page if paying by deposit account)

08/12/1999 MTHAI1 00000332 232405 75461954

DO NOT USE THIS SPACE

01 FC:481 40.00 CH 02 FC:482 1450.00 CH

Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Deirdre Wall

Name of Person Signing

Deirdre Wall

Signature

8/10/99

Date

Total number of pages including cover sheet, attachments, and document: 9

TM Rights (Grouped by country) + Status

Report Date: 8/6/99

Page 1

Country: United States

ID	Mark	Classes	Reg. Owner	App. #	App. Dt	Reg. #	Reg. Dt	Status
11737	BARGAINWATCH.COM	42	internet.com LLC	75/461,954	4/3/98			Notice of Allowance
4004	BROWSERWATCH	42	internet.com LLC	75/122,907	6/20/96	2,083,643	7/29/97	Registered
10339	CONSUMMATE WINSOCK APPLICATIONS	42	internet.com LLC	75/239,722	2/6/97	2,149,112	4/7/98	Registered
10341	CWSAPPS	42	internet.com LLC	75/237,478	2/6/97	2,137,153	2/17/98	Registered
11052	DR. WEBSITE	16	internet.com LLC	75/357,561	9/16/97			Notice of Allowance
13281	DR. WEBSITE	16	internet.com LLC		9/16/97			Application Filed
11051	DR. WEBSITE	42	internet.com LLC	75/357,560	9/16/97			Published
10037	INTERNET ADVERTISING REPORT	42	internet.com LLC	75/185,459	10/22/96	2,236,232	3/30/99	Registered
11047	INTERNET PRODUCT WATCH	42	internet.com LLC	75/406,265	12/16/97			Published
7486	INTERNET SHOPPER	16	internet.com LLC	75/008,399	10/23/95	2,146,801	3/24/98	Registered
10040	INTERNET SHOPPER	35	internet.com LLC	75/181,509	10/15/96			Published
1337	INTERNET SHOPPER	42	internet.com LLC	75/061,899	2/20/96	2,157,819	5/12/98	Registered
4978	INTERNET SHOPPER	42	internet.com LLC	75/023,562	11/22/95	2,250,701	6/8/99	Registered
10035	INTERNET SHOPPER WORLD	35	internet.com LLC	75/189,794	10/30/96			Suspended
13164	INTERNET STOCK INDEX	42	internet.com LLC	75/586,163	11/10/98			Pending
10336	INTERNET STOCK REPORT	42	internet.com LLC	75/239,721	2/6/97	2,170,555	6/30/98	Registered
10888	INTERNET.COM	16	internet.com LLC	75/403,807	12/11/97			Pending
10858	INTERNET.COM	25	internet.com LLC	75/307,983	6/12/97			Notice of Allowance
10857	INTERNET.COM	35	internet.com LLC	75/307,982	6/12/97			Suspended
10856	INTERNET.COM	41	internet.com LLC	75/307,981	6/12/97			Suspended
10855	INTERNET.COM	42	internet.com LLC	75/307,980	6/12/97			Suspended
10859	INTERNET.COM	9	internet.com LLC	75/307,599	6/12/97			Suspended
10337	INTERNETNEWS	42	internet.com LLC	75/237,497	2/6/97	2,235,465	3/23/99	Registered
10709	INTERNETNEWS.COM	42	internet.com LLC	75/274,748	4/15/97			Pending
13158	INTRANET DESIGN MAGAZINE	42	internet.com LLC	75/586,544	11/10/98			Pending
12886	IPOWATCH	16	internet.com LLC	75/539,543	8/20/98			Pending
12889	IPOWATCH	42	internet.com LLC	75/539,542	8/20/98			Pending

TRADEMARK

REEL: 001935 FRAME: 0794

9727	ISDEX	16, 42	internet.com LLC	75/139,945	7/25/96	2,069,857	6/10/97	Registered
10335	IWORLD	38	internet.com LLC	75/237,493	2/ 6/97			Suspended
2508	IWORLD	42	internet.com LLC	75/073,279	3/15/96			Suspended
13162	JAVA BOUTIQUE	42	internet.com LLC	75/586,165	11/10/98			Pending
6416	MECKLER	16	internet.com LLC	73/825,166	9/14/89	1,617,587	10/16/90	Registered
11735	NETSEARCHER	42	internet.com LLC	75/461,960	4/ 3/98			Pending
12906	PCWEBOPAEDIA	16	internet.com LLC	75/546,071	9/ 1/98			Published
12887	PCWEBOPAEDIA	42	internet.com LLC	75/539,687	8/20/98			Pending
10412	PUSHWORLD	16	internet.com LLC	75/247,168	2/24/97			Pending
10413	PUSHWORLD	35	internet.com LLC	75/247,167	2/24/97			Pending
10414	PUSHWORLD	41	internet.com LLC	75/247,166	2/24/97			Pending
10415	PUSHWORLD	42	internet.com LLC	75/247,172	2/24/97			Pending
11429	SEARCHENGINEWATC H	42	internet.com LLC	75/417,525	1/13/98	2,253,037	6/15/99	Registered
12828	SERVERWATCH	42	internet.com LLC	75/520,292	7/16/98			Pending
11736	STATSWATCH.COM	42	internet.com LLC	75/461,961	4/ 3/98			Notice of Allowance
10340	STROUD'S CONSUMMATE WINSOCK APPLICATIONS	42	internet.com LLC	75/237,482	2/ 6/97	2,149,102	4/ 7/98	Registered
11049	THE INTERNET STOCK INDEX	16	internet.com LLC	75/520,290	7/16/98			Pending
13157	THE JAVA SCRIPT SOURCE	42	internet.com LLC	75/586,542	11/10/98			Pending
4053	THE LIST	42	internet.com LLC	75/061,901	2/20/96	2,100,493	9/23/97	Registered
12824	THE XML FILES	42	internet.com LLC	75/520,289	7/16/98			Pending
13163	WDVL	42	internet.com LLC	75/586,164	11/10/98			Pending
13160	WEB DESIGN LIST	42	internet.com LLC	75/586,543	11/10/98			Pending
302	WEB DEVELOPER	16, 25, 35	internet.com LLC	75/013,985	11/ 2/95	2,076,891	7/ 8/97	Registered
4436	WEB DEVELOPER	42	internet.com LLC	75/013,986	11/ 2/95	2,078,518	7/15/97	Registered
13159	WEB SERVER COMPARE	42	internet.com LLC	75/586,601	11/10/98			Pending
11222	WEBDEVELOPER.COM	16	internet.com LLC	75/391,637	11/17/97			Notice of Allowance
11223	WEBDEVELOPER.COM	42	internet.com LLC	75/391,638	11/17/97			Pending
12905	WEBOPAEDIA	16	internet.com LLC	75/546,070	9/ 1/98			Published
12888	WEBOPAEDIA	42	internet.com LLC	75/539,686	8/20/98			Pending
11428	WEBREFERENCE.COM	42	internet.com LLC	75/417,526	1/13/98	2,263,819	7/20/99	Registered
10806	WHERE WALL STREET MEETS THE WEB	16	internet.com LLC	75/302,317	6/ 3/97	2,144,783	3/17/98	Registered

TM Rights (Grouped by country) + Status

Report Date: 8/6/99

Page: 1

10807	WHERE WALL STREET 42 MEETS THE WEB	internet.com LLC	75/302,319	6/3/97	2,146,516	3/24/98	Registered
-------	---------------------------------------	------------------	------------	--------	-----------	---------	------------

6-24-99
4:30

**MERGER AGREEMENT
OF
INTERNET.COM LLC
WITH AND INTO
INTERNET.COM CORPORATION**

This Merger Agreement (this "AGREEMENT") is dated as of June 24, 1999 by and between internet.com LLC, a Delaware limited liability company ("LLC"), and internet.com Corporation, a Delaware corporation ("internet.com").

1. Merger; Effective Time. Upon the terms and subject to the conditions hereof, in accordance with the Delaware General Corporation Law (the "DGCL") and the Delaware Limited Liability Company Act (the "DLLCA"), LLC will be merged with and into internet.com (the "Merger"). internet.com will be the surviving corporation (hereinafter referred to sometimes as the "Surviving Corporation") of the Merger, and the separate existence of LLC shall cease. The Merger will be effective as of the date and at such time as this Agreement and any other documents necessary to effect the Merger in accordance with the DGCL and DLLCA are duly filed with the Secretary of State of the State of Delaware (the time the Merger becomes effective being referred to herein as the "Effective Time").

2. Exchange of Securities.

(a) Conversion of Limited Liability Company Interests. At the Effective Time, each membership unit (a "Unit") or portion thereof representing a membership interest in LLC of each member ("Member") thereof immediately prior to the Effective Time will, by virtue of the Merger and without further action on the part of any Member, be converted into 16,215.891 shares of fully paid and nonassessable Common Stock, par value \$0.01 per share, of internet.com ("internet.com Common Stock"); provided, however, that each Member shall receive cash in lieu of fractional shares.

(b) Securities of internet.com Outstanding. Each share of Common Stock, par value \$.01 per share, of internet.com issued and outstanding immediately before the Effective Time shall thereafter represent one validly issued, fully paid and nonassessable share of internet.com Common Stock.

(c) Issuance of Stock Certificates. Promptly following the Effective Time, internet.com shall issue stock certificates representing the internet.com Common Stock to the holders of the Units that were converted by virtue of the Merger.

3. Governing Documents.

(a) At the Effective Time, the Restated Certificate of Incorporation of internet.com in effect immediately prior to the Effective Time shall become the Certificate of Incorporation of the Surviving Corporation and the Bylaws of internet.com in effect immediately prior to the Effective Time shall become the Bylaws of the Surviving Corporation.

(b) At the Effective Time, the Second Amended and Restated Limited Liability Company Agreement of LLC (the "LLC Agreement") shall have no further force and effect, except for those provisions which, by their terms, survive the termination of the LLC Agreement.

4. Principal Office. The location of the principal office of internet.com is 20 Ketchum Street, Westport, Connecticut 06880.

5. Directors and Officers. At the Effective Time, the directors and officers of internet.com immediately prior to the Effective Time shall be and become the directors and officers (holding the same titles and positions) of the Surviving Corporation, and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

6. Employee Benefit Plans. At the Effective Time, the obligations of LLC under or with respect to every plan, trust, program and benefit then in effect or administered by LLC for the benefit of the directors, officers and employees of LLC, shall become the lawful obligations of internet.com and shall be implemented and administered in the same manner and without interruption until the same are amended or otherwise lawfully altered or terminated. Effective at the Effective Time, internet.com hereby expressly adopts and assumes all obligations of LLC under such employee benefit plans.

7. Further Assurances. After the Effective Time, internet.com and its officers and directors may execute and deliver such deeds, assignments, assurances and other documents and do all other things necessary or desirable to vest, perfect or confirm title to LLC's property or rights in internet.com and otherwise to carry out the purposes of the Merger in the name of LLC or otherwise.

8. Approval of Merger. The Merger has been duly approved by the holders of a majority of the outstanding Units in LLC in accordance with the DLLCA and the LLC Agreement, and has been duly approved by the Board of Directors and by the stockholders of internet.com in accordance with the DGCL.

9. Assignment. Neither party hereto may assign any of its rights or obligations hereunder without the prior written consent of the other party hereto. This Agreement will be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

10. **Abandonment.** At any time before the Effective Time, this Agreement may be terminated and the Merger abandoned by the Managing Board of LLC or the Board of Directors of internet.com, notwithstanding approval of this Agreement by the holders of the outstanding Units in LLC and such Managing Board and such Board of Directors.


11. **Amendment.** At any time before the Effective Time, this Agreement may be amended, modified or supplemented by the Managing Board of LLC and the Board of Directors of internet.com, notwithstanding approval of this Agreement by the holders of the outstanding Units in LLC; provided, however, that no such amendment, modification or supplement not approved by the holders of the outstanding Units in LLC may materially adversely affect the benefits intended under this Agreement for the holders of the outstanding Units in LLC.

12. **Governing Law.** This Agreement will be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts entered into and to be performed wholly within the State of Delaware without regard to principles of conflict of laws.

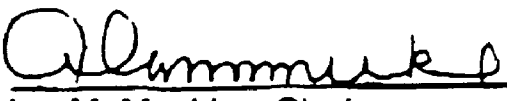
13. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which will be an original as regards any party whose signature appears thereon and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first above written.

INTERNET.COM CORPORATION

By: 
Alan M. Meckler, Chairman
and Chief Executive Officer

INTERNET.COM LLC

By: 
Alan M. Meckler, Chairman
and Chief Executive Officer

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES: "INTERNET.COM LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "INTERNET.COM CORPORATION" UNDER THE NAME OF "INTERNET.COM CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 1999, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3025905 8100M
991301900

AUTHENTICATION: 9880201
DATE: 07-22-99