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U.S. DEPARTMENT OF COMMERCE

EET

Patent and Trademark Office
Docket No. 022830-0001

To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of Conveying party(ies) 3-20-00
University Netcasting, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation - California Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Student Advantage, Inc.
Street Address: 2035 Corte del Nogal, Suite 200
Carlsbad, California 92009

 Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: Delaware
 Other: _____
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: December 22, 1999.

4. Application number(s) or registration number(s):
A. Trademark Applicat on No.(s) 75/333,979, 75/810,766 and 75/109,868 B. Registration No.(s) 2,291,427
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed
Leslie C. McKnew
Brobeck, Phleger & Harrison LLP
Spear Street Tower
One Market
San Francisco, CA 94105

6. Total number of applications and trademark registrations involved: 4
7. Total fee (37 C.F.R. § 3.41): \$115.00
 Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket: [DOCKET NUMBER]
8. Deposit account number: 02-3950

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 02-3950.

DO NOT USE THIS SPACE

9. 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.
Name: Leslie C. McKnew Leslie McKnew 3/16/2000
Signature Date

Total number of pages comprising cover sheet, attachment and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

04/19/2000 DNSUYEN 00000240 75333979
01 FC:481 40.00 OP
02 FC:482 75.00 OP

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/23/1999
991568236 - 2484055

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

UNIVERSITY NETCASTING, INC.
(a Delaware corporation)

INTO

STUDENT ADVANTAGE, INC.
(a Delaware corporation)

Student Advantage, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of University Netcasting, Inc., a Delaware corporation.

THIRD: That the Board of Directors of the Corporation, by the following resolutions of its Board of Directors, determined to merge into itself University Netcasting, Inc. on the conditions set forth in such resolutions: adopted December 13, 1999,

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation merge University Netcasting, Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation, and assume all of said subsidiary's liabilities and obligations,

FURTHER

RESOLVED: That the President, any Vice President and Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of University Netcasting, Inc. into the Corporation and to cause the same to be filed with the Secretary of State of Delaware, and take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;

FROM CORPORATION TRUST-DOVER DE 302-674-9340 (TUE) 1 4:00:16:16 ST 4 57 NO. 4260195912

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DEC 22 1999 12:40 FR HALE AND DORR LLP

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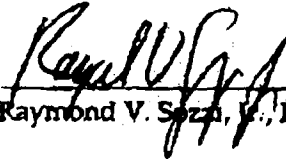
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FURTHER

RESOLVED: That the merger of University Netcasting, Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer on December 22, 1999.

STUDENT ADVANTAGE, INC.

By: 
Raymond V. Sozzi, V., President