

RECORDATION FORM COVER SHEET

Patent and Trademark Office
Docket No. 30865-24000

06-09-2000

5.22.00



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To the Commissioner of Patents

original documents or copy thereof.

1. Name of conveying party(ies): EarthWeb, Inc.

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

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

Name and address of receiving party(ies):

Name: Earth Web, Inc.
Internal Address: 32th Floor
Street Address: 3 Park Avenue
City: New York, State: NY ZIP: 10016

- 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
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: June 24, 1997

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Registration No.(s)

(see attached sheet)

(see attached sheet)

Additional numbers attached? Yes No

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

Lynn M. Humphreys
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: 10

7. Total fee (37 C.F.R. § 3.41): \$265.00

- Enclosed
- Authorized to be charged to deposit account, referencing Attorney Docket 30865-24000.00

8. Deposit account number: 03-1952

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. 03-1952.

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: Lynn M. Humphreys

Signature

3/18/00
Date

Total number of pages comprising cover sheet, attachments and document: 6

06/07/2000 DNGUYEN 00000342 031952 2193282

01 FC:481 40.00 CH
02 FC:482 225.00 CH

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

EARTHWEB, INC.

Schedule of
Trademark Applications and Registrations

I. PENDING APPLICATIONS/SERIAL NOS.

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
THE NETWORK IS ALIVE	75/065,849	3/1/96

II. REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
LOTUS FLOWER DESIGN	2,193,282	10/6/98
FANG LOGO DESIGN	2,094,440	9/9/97
FANG LOGO DESIGN	2,139,962	3/3/98
EARTHWEB	2,114,419	11/18/97
EARTHWEB	2,146,575	3/24/98
DEVELOPER.COM	2,215,560	12/29/98
CHATPLANET	2,143,577	3/10/98
RELIEFROCK	2,037,503	2/11/97
RELIEFNET	2,035,967	2/4/97

State of Delaware
Office of the Secretary of State

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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 OWNERSHIP OF "EARTHWEB INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 1997, AT 2 O'CLOCK P.M.



2762931 8100

001038738

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0218304

DATE: 01-26-00

TRADEMARK
REEL: 002085 FRAME: 0168

CERTIFICATE OF OWNERSHIP AND MERGER

OF

EARTHWEB LIQUIDATION CORP.
(a New York corporation)

INTO

EARTHWEB INC.
(a Delaware corporation)

UNDER SECTION 253 OF THE GENERAL CORPORATION LAW

EarthWeb Liquidation Corp., a New York corporation (the "Parent Corporation"), being the sole stockholder of EarthWeb Inc., a Delaware corporation (the "Corporation") in connection with the merger (the "Merger") of the Parent Corporation with and into the Corporation, does hereby certify as follows:

1. The Parent Corporation owns all of the outstanding shares of the capital stock of the Corporation.
2. On June ^{23rd}, 1997, the Board of Directors of the Parent Corporation adopted the following resolutions to merge the Parent Corporation into the Corporation:

RESOLVED, that the Merger be, and it hereby is, in all respects ratified, confirmed, adopted and approved; that the form, terms and provisions of the Agreement and Plan of Merger proposed to be entered into between the Acquisition Sub and the Corporation, in substantially the form of the draft attached hereto as Exhibit A, be, and they hereby are, in all respects adopted and approved; that the Board hereby recommends that the stockholders of the Corporation approve the Merger and that the proper officers be, and they hereby are, authorized and directed to submit the Merger to the stockholders of the Corporation for their consideration and approval; and that, upon approval of the Merger by the stockholders of the Corporation, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute and deliver, in the name and on behalf of the Corporation, such Agreement and Plan of Merger with such additional terms and provisions as the officer or officers executing and delivering such Agreement and Plan of Merger shall, in their sole discretion, deem necessary and appropriate, such determination to be evidenced conclusively by the execution and delivery thereof;

3. At the Effective Time (as defined below):

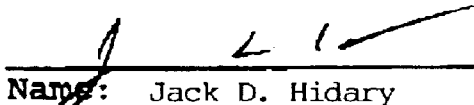
- (a) each outstanding share of Common Stock of the Parent Corporation will be converted into one share of Common Stock of the Corporation;
- (b) each outstanding share of Series A Convertible Preferred Stock of the Parent Corporation will be converted into one share of Series A Convertible Preferred Stock of the Corporation;
- (c) each outstanding option to purchase shares of the Parent Corporation's Common Stock shall be assumed by the Corporation and shall, thereafter, be exercisable for an equal number of shares of the Corporation's Common Stock; and
- (d) At the Effective Time, the shares of Common Stock of the Corporation issued prior to the Merger, shall be canceled.

4. The Merger has been adopted, approved, certified executed and acknowledged by the Parent Corporation in accordance with the laws of the state of New York, being the jurisdiction in which it is organized.

5. At the Effective Time, the certificate of incorporation of the Corporation shall be the Certificate of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, the Parent Corporation has caused its corporate seal to be affixed and this Certificate to be signed by its President and Secretary on this 24th day of June, 1997, and the signatures of the undersigned shall constitute their affirmation and acknowledgment, under penalties of perjury, that this Certificate is the act and deed of the Parent Corporation and that the facts stated in this Certificate are true.

EARTHWEB LIQUIDATION CORP.

By: 
Name: Jack D. Hidary
Title: President & CEO