



03-26-2002

U.S. Patent & TMO for TM Mail Rpt. Dt. #40

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

To the Honorable Commissioner of

and documents or copy thereof.

1. Name of conveying party(ies):
 Ticketmaster Online-CitySearch, Inc.
 3701 Wilshire Boulevard
 Los Angeles, CA 90010

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

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

2. Name and address of receiving party(ies)
 Name: Ticketmaster
 Internal
 Address: _____
 Street Address: 3701 Wilshire Boulevard
 City: Los Angeles State: CA Zip: 90010

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

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3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Certificate of Amendment
 Execution Date: 1/31/01

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2,087,748 and 2,128,435

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: Robert W. Sacoff
 Internal Address: _____
Pattishall, McAuliffe, Newbury,
Hilliard & Geraldson
 Street Address: 311 South Wacker Drive
Suite 5000
 City: Chicago State: IL Zip: 60606


6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
16-0650
 (Attach duplicate copy of this page if paying by deposit account)

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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.

Anne C. Snyder  March 20, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

04/10/2002 00000279 2087748
 01 FC:481
 02 FC:482
 40.00
 25.00 OP

Documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

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 AMENDMENT OF "TICKETMASTER
ONLINE-CITYSEARCH, INC.", CHANGING ITS NAME FROM "TICKETMASTER
ONLINE-CITYSEARCH, INC." TO "TICKETMASTER", FILED IN THIS OFFICE
ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2544478 8100

AUTHENTICATION: 0947767

010051292

DATE: 01-31-01

~~TRADEMARK~~
REEL: 002480 FRAME: 0501

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
TICKETMASTER ONLINE-CITYSEARCH, INC.
A DELAWARE CORPORATION**

Ticketmaster Online-Citysearch, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation duly adopted resolutions setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation (this "Amendment") and deeming this Amendment advisable.

SECOND: That this Amendment was approved by written consent of the stockholders pursuant to Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That written notice of this Amendment was duly given in accordance with Section 228 of the General Corporation Law of the State of Delaware to stockholders of the Corporation who did not consent to this Amendment.

FOURTH: That the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended as follows:

(A) Article I of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

1.

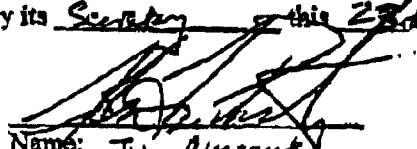
The name of the Corporation is Ticketmaster.

(B) The first paragraph of Article IV of the Amended and Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows:

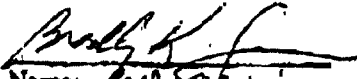
The Corporation is authorized to issue four classes of stock to be designated "Class A Common Stock," "Class B Common Stock," "Class

C Common Stock" (the Class A Common Stock, Class B Common Stock and Class C Common Stock are sometimes referred to collectively hereinafter as the "Common Stock") and "Preferred Stock," all of which shall have a par value of \$0.01 per share. The total number of shares which the Corporation is authorized to issue is four hundred four million eight hundred and eighty-three thousand and five hundred six (404,883,506). One hundred fifty million (150,000,000) shares shall be Class A Common Stock, two hundred fifty million (250,000,000) shall be Class B Common Stock, two million eight hundred and eighty-three thousand and five hundred six (2,883,506) shall be Class C Common Stock and two million (2,000,000) shares shall be Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and attested to by its Secretary this 23rd day of January, 2001.


Name: J.A. Pleasant
Title: CEO & President

Attest:


Name: Brad K. Lewis
Title: Secretary

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