

04-17-2002



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OFFICE OF PUBLIC RECORDS

RECORD 1

2002 MAR 23 AM 11:26

TR

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

1. Name of conveying party(ies): Lifeminders.com, Inc. (DE Corp.)
Additional name(s) of conveying party(ies) attached? Yes No

3-28-02

2. Name and address of receiving party(ies):
Name: Lifeminders, Inc. (DE Corp.)
Internal Address:

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Street Address: 13530 Dulles Technology Drive, 5th Floor
City: Herndon State: Virginia
ZIP: 20170

Execution Date: June 6, 2000

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

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

2357014

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

A. Trademark Application No.(s)
Please see attached.

B. Trademark Registration No.(s)
Please see attached.

Additional numbers attached? Yes No

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

BROWN RAYSMAN MILLSTEIN FELDER & STEINER LLP
900 Third Avenue
New York, New York 10022
(212) 895-2000

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41):..... \$ 290.00
 Check enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 02-4270
(Attach duplicate copy of this page by deposit account)
Please charge any additional fees required, or credit any overpayment, to the above deposit account

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

Susan C. Shin
Name of Person Signing

Signature

3/28/02
Date

Total number of pages including cover sheet, attachments and document: 8

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

04/16/2002 BYRME 00000145 024270 2357014

01 FC:481
02 FC:482

40.00 CH
250.00 CH

List of Trademarks/Service Marks merged from Lifeminders.com, Inc. to Lifeminders, Inc.

<u>Mark</u>	<u>Reg. No.</u>	<u>App. No.</u>	<u>Int'l Class</u>
CARCAREMINDER	2,357,014		39
CITYPAK		78/020,765	42
ENTERTAINMENTMINDER	2,262,432		9, 42
HOMECAREMINDER		75/612,092	42
HOMEMINDER	2,168,596		9
HOMEMINDER	2,275,915		42
MINDERSOFT	2,168,395		9
PERSONALMINDER	2,354,889		42
VALUMINDER		75/612,025	35
WEALTHMINDER	2,519,714		36
LIFEMINDERS AND EXCLAMATION POINT DESIGN		76/227,093	35, 42

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 OWNERSHIP, WHICH MERGES:

"LIFEMINDERS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "LIFEMINDERS.COM, INC." UNDER THE NAME OF
"LIFEMINDERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE SIXTH DAY OF JUNE, A.D. 2000, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTEENTH DAY OF
JUNE, A.D. 2000.

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




Edward J. Freel, Secretary of State

3067206 8100M

001286890

AUTHENTICATION: 048 079 1

DATE: 06-06-00

TRADEMARK
REEL: 002485 FRAME: 0716

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LIFEMINDERS, INC.

INTO

LIFEMINDERS.COM, INC.

LifeMinders.com, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), under and in accordance with Section 253 of the Delaware General Corporation Law (the "DGCL"), does hereby certify:

FIRST: That the Corporation was incorporated pursuant to the DGCL on July 2, 1999 under the name of "LifeMinders.com, Inc."

SECOND: That the Corporation owns 100% of the outstanding shares of each class of capital stock of LifeMinders, Inc., which was originally incorporated pursuant to the DGCL on April 14, 2000 ("LifeMinders").

THIRD: That the Board of Directors of the Corporation (the "Board") has, pursuant to resolutions duly adopted by Action by Unanimous Written Consent of the Board dated June 6, 2000 and filed with the minutes of the Board, authorized and approved the merger of Intrusion with and into the Corporation (the "Merger"). Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof. A true and correct copy of such resolutions are attached hereto as Exhibit A.

FIFTH: That the Corporation shall be the surviving corporation in the Merger (the "Surviving Corporation").

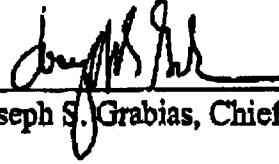
SIXTH: That the Merger shall be effective on June 14, 2000 at 8:00 a.m., Eastern Standard Time.

SEVENTH: That the Certificate of Incorporation of the Corporation, as amended and in effect on the date hereof, shall be the Certificate of Incorporation of the Surviving Corporation; provided, however, that at the effective time of the Merger, Article One of the Certificate of Incorporation of the Surviving Corporation shall be amended in its entirety to read as follows: "The name of the corporation is LifeMinders, Inc."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Ownership and Merger on behalf of the Corporation on ~~May 6~~, 2000.

June

LIFEMINDERS.COM, INC.



Joseph S. Grabias, Chief Financial Officer

EXHIBIT A

MERGER OF LIFEMINDERS, INC. INTO THE CORPORATION

NOW, THEREFORE, BE IT RESOLVED, that the proper officers of LifeMinders.com, Inc. (the "Corporation") be, and each of them hereby is, authorized and directed to cause LifeMinders, Inc. (the "Subsidiary"), as a wholly owned subsidiary of the Corporation under and pursuant to the General Corporation Law of the State of Delaware (the "DGCL"), to be merged with and into the Corporation (the "Merger") with the Corporation being the surviving corporation (the "Surviving Corporation") of the Merger; that, in connection with the Merger, the Surviving Corporation shall change its name to "LifeMinders, Inc."; that, from and after the effective time of the Merger, the Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation, the Bylaws of the Corporation shall be the Bylaws of the Surviving Corporation, the officers and directors of the Corporation shall be the officers and directors of the Surviving Corporation, the outstanding common stock and other securities of the Corporation shall remain outstanding as the common stock and other securities of the Surviving Corporation and the outstanding common stock of the Subsidiary shall be canceled; that, the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger and to cause the same to be filed with the Secretary of State of the State of Delaware pursuant to Sections 103 and 253 of the DGCL; and that the Merger shall be effective at the time stated in such Certificate of Ownership and Merger; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized and empowered to prepare and file with the Secretary of State of the State of Delaware a Restated Certificate of Incorporation which only restates and integrates and does not further amend, the provisions of the Corporation's Certificate of Incorporation as theretofore amended or supplemented; that such Restated Certificate of Incorporation, when and if so prepared and filed be, and it hereby is, approved and adopted in all respects as and for the Restated Certificate of Incorporation of the Corporation; and that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to cause such Restated Certificate of Incorporation, as restated, when and if so prepared to be filed with the Secretary of State of the State of Delaware pursuant to Section 245 of the DGCL; and

FURTHER RESOLVED, that, upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized and empowered to prepare or cause to be prepared a form of certificate to be issued evidencing shares of common stock of the Corporation, par value \$0.01 per share ("Common Stock"), reflecting the change in corporate name resulting from the Merger; that such form evidencing a Common Stock certificate shall be adopted, to the same extent as if presented to and adopted by the Board at this meeting, provided that a copy thereof be affixed to these minutes by the Secretary or Assistant Secretary; that the proper officers of the Corporation be, and each of them

individually hereby is, authorized, empowered and directed to execute such Common Stock certificates; that any or all of such signatures on such Common Stock certificates may be facsimile signatures; and that in case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such Common Stock certificates shall have ceased to be such officer, transfer agent or registrar thereof, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue; and

FURTHER RESOLVED, that upon the effectiveness of the Merger, the proper officers of the Corporation be, and each of them individually hereby is, authorized and empowered to prepare or cause to be prepared a corporate seal, reflecting the change in corporate name resulting from the Merger; that such corporate seal shall be adopted, to the same extent as if presented to and adopted by the Board at this meeting, provided that an impression of such corporate seal be affixed to these minutes by the Secretary or Assistant Secretary; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute, deliver and file or cause to be prepared, executed, delivered and filed any and all documents and to take any and all actions with federal, state, local and foreign authorities and with The NASDAQ Stock Market, as they or any of them may deem necessary or appropriate to effect the corporate name change and Merger contemplated by the foregoing resolutions and to carry out fully the purpose and intent of such resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the matters contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified, confirmed and accepted in all respects.