

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Comstock Images, LLC

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

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) September 27, 2004

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: ArtToday, Inc.

Internal

Address: _____

Street Address: 5232 East Pima Street, Suite 200C

City: Tucson

State: AZ

Country: USA Zip: 85712

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Arizona
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,255,231; 2,197,929; 2,113,939; 1,755,867

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Emily L. Schonbraun

Internal Address: Willkie Farr & Gallagher, LLP

Street Address: 787 Seventh Avenue

City: New York

State: NY Zip: 10019

Phone Number: 212-728-8771

Fax Number: 212-728-8111

Email Address: eschonbraun@willkie.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232405

Authorized User Name Willkie Farr & Gallagher, LLP

9. Signature:



Signature

April 11, 2005

Date

Emily L. Schonbraun

Name of Person Signing

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

10

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$116.00 232406 2266231

Schedule A

Mark	Reg. No.	Reg. Date.
THE IDEA MACHINE (Stylized)	2,255,231	1/22/99
COMSTOCK KLIPS (and Design)	2,197,929	10/20/98
Design only (Computer Logo)	2,113,939	11/18/97
COMSTOCK	1,755,867	3/2/93

EXPEDITED

AZ. CORP. COMMISSION
DELIVERED *W*

SEP 30 2004

APPR. *Sandra Paul*
TERM _____
DATE 9-30-2004 *C. Paul*

-1083120-0

ARTICLES OF MERGER

FOR

COMSTOCK IMAGES, LLC (DELAWARE NR LLC)
(CM-1158456-0)

MERGING INTO

ARTTODAY, INC. (-1083120-0)

EXPEDITED

ARTICLES OF MERGER
OF
COMSTOCK IMAGES, LLC, a Delaware Limited Liability Company ^(WR) *11584560*
WITH AND INTO
ARTTODAY, INC., an Arizona Corporation *- 1083120-0*
SURVIVOR

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA") and Section 10-1108 of the Arizona Revised Statutes (the "Arizona Statutes"), it is hereby certified that:

1. The entities participating in the merger herein certified (the "Merger") are:
 - (a) Comstock Images, LLC, a limited liability company formed under the laws of the State of Delaware ("Comstock"); and
 - (b) ArtToday, Inc., a corporation formed under the laws of the State of Arizona ("ArtToday").
 2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the aforesaid entities in accordance with Section 18-209 of the DLLCA, and is attached hereto as Exhibit "A".
 3. The name of the surviving and resulting Corporation (the "Surviving Corporation") in the Merger is:

ArtToday, Inc.
- This Surviving Corporation will continue its existence as said surviving and resulting corporation upon the effective time of the Merger.
4. The executed Merger Agreement is on file at the office of Surviving Corporation, the address of which is: ArtToday, Inc., 5232 East Pima Street, Suite 200C, Tucson, AZ 85712.
 5. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of ArtToday or any member of Comstock.
 6. The merger is to be effective on the date hereof, upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware and the filing of corresponding Articles of Merger with the Arizona Corporation Commission of the State of Arizona.
 7. The Articles of Incorporation of ArtToday shall continue to be the Articles of Incorporation of the Surviving Corporation until further amended and changed in accordance with the provisions of the Arizona statutes.

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8. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is ArtToday, Inc., 5232 East Pima Street, Suite 200C, Tucson, AZ 85712.

9. The name and address of the statutory agent of the surviving corporation:

J. Emery Barker, 259 N. Meyer Avenue, Tucson, Arizona, 85701

10. The total number of common shares of ArtToday, Inc., entitled to vote on the Merger is 226,878.

11. The total number of common shares of ArtToday, Inc., voting FOR the Merger: 226,878; the total number of shares voting AGAINST the Merger: -0-

12. Pursuant to A.R.S. 10-1108 ArtToday, Inc., as the surviving corporation, hereby:

(a) Appoints the Arizona Corporation Commission as its agent for the service of process in a proceeding to enforce any obligation or the rights of any dissenting shareholder:

(b) Agrees that it will promptly pay to any dissenting shareholder the amount, if any, to which such shareholder shall be entitled under the provisions of the Arizona Business Corporations Act with respect to the rights of dissenting shareholders

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned officer of the Managing Member of Comstock and the undersigned officer of ArtToday, each of whom are authorized persons of their respective entities, this 27 day of September, 2004.

COMSTOCK IMAGES, LLC

By: Jupitermedia Corporation.
Managing Member

By: [Signature]
Name: Christopher Beckett
Title: SVP & CEO

ARTTODAY, INC.

By: [Signature]
Name: Christopher Beckett
Title: CEO

211272

AGREEMENT AND PLAN OF MERGER

OF

COMSTOCK IMAGES, LLC

AND

ARTTODAY, INC.

AGREEMENT AND PLAN OF MERGER, dated as of September 30, 2004 (this "Agreement"), by and between Comstock Images, LLC, a Delaware limited liability company ("Comstock"), and ArtToday, Inc., an Arizona corporation ("ArtToday"), pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "DLCA") and Section 10-1108 of the Arizona Revised Statutes (the "Arizona Statutes").

WITNESSETH:

WHEREAS, the sole and Managing Member of Comstock has (i) determined that it is advisable and in the best interests of the sole member of Comstock (the "Member") that Comstock merge with and into ArtToday upon the terms and subject to the conditions herein provided, and (ii) approved the Merger (as defined below) and adopted this Agreement;

WHEREAS, the Board of Directors of ArtToday has (i) determined that it is advisable and in the best interests of the sole shareholder of ArtToday (the "Shareholder") that ArtToday merge with Comstock upon the terms and subject to the conditions herein provided, (ii) approved the Merger and adopted this Agreement and (iii) recommended approval of this Agreement and the Merger to the Shareholder; and

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the parties hereto agree as follows:

ARTICLE 1: Merger. Upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and the Arizona Corporation Commission on the date hereof (the "Effective Time"), Comstock shall be merged (the "Merger") with and into ArtToday, and ArtToday shall be the entity surviving the Merger (hereinafter referred to as the "Surviving Entity").

ARTICLE 2: Governing Document, Managing Member and Officers.

(a) The Articles of Incorporation of ArtToday, as in effect immediately before the Effective Time, a copy of which is attached hereto as Exhibit A (the "Articles of Incorporation"), shall be the Articles of Incorporation of the Surviving Entity following the Effective Time until thereafter amended as provided by law and such Articles of Incorporation.

(b) The Board of Directors of ArtToday (the "Board of Directors") immediately before the Effective Time will be the initial Board of Directors of the Surviving Entity following the Effective Time, and the officers of ArtToday immediately before the

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Effective Time will be the initial officers of the Surviving Entity following the Effective Time, in each case until their successors are duly elected or appointed and qualified.

ARTICLE 3: Name. The name of the Surviving Entity shall be: "ArtToday, Inc."

ARTICLE 4: Effect of Merger on Membership Interests of Comstock. Each membership interest of Comstock (collectively, the "Membership Interests") issued and outstanding immediately before the Effective Time shall be cancelled and extinguished and shall be converted into and become one duly and validly issued and fully paid share of common stock, par value \$0.01 per share (the "Common Stock"), of the Surviving Entity upon the Effective Time.

ARTICLE 5: Effect of Merger on Shares of Stock of ArtToday. Each share of common stock, par value \$0.01 per share, of ArtToday issued and outstanding immediately before the Effective Time shall thereafter remain outstanding and shall represent one duly and validly issued and fully paid share of Common Stock of the Surviving Entity. Each share of common stock, par value \$0.01 per share, of ArtToday, held in the treasury of ArtToday immediately before the Effective Time shall automatically be converted into and shall represent one share of the Common Stock, held in the Treasury of the Surviving Entity.

ARTICLE 6: Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DLLCA and the Arizona Statutes, respectively. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Comstock and ArtToday shall vest in the Surviving Entity, and all debts, liabilities and duties of Comstock and ArtToday shall become the debts, liabilities and duties of the Surviving Entity.

ARTICLE 7. Treatment of the Merger. For federal income tax purposes, the parties agree to treat the Merger as a transfer by the Member of all of Comstock's assets to ArtToday in exchange for the assumption by ArtToday of all of Comstock's liabilities and the receipt by the Member of the Common Stock.

ARTICLE 8. Approval. This Agreement has been submitted to the Member for its approval or rejection in the manner prescribed by the applicable provisions of the DLLCA and the Limited Liability Company Agreement and other organizational documents of Comstock. This Agreement has been submitted to the Shareholder of ArtToday for its approval or rejection in the manner prescribed by the applicable provisions of the Arizona Statutes and the Articles of Incorporation and other organizational documents of ArtToday.

ARTICLE 9. Further Assurances; Authorization. If, at any time after the Effective Time, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Entity its right, title or interest in, to or under any of the rights, properties or assets of either Comstock or ArtToday acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, the Board of Directors and officers of the Surviving Entity shall be authorized to

execute and deliver, in the name and on behalf of either Comstock or ArtToday, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of such entity, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Entity or otherwise to carry out this Agreement.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

COMSTOCK IMAGES, LLC

By: Jupitermedia Corporation,
Managing Member

By: *Christopher Bechtel*
Name: Christopher Bechtel
Title: SUPBCFO

ARTTODAY, INC.

By: *Christopher Bechtel*
Name: Christopher Bechtel
Title: CFO