

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

SITE/TECHNOLOGIES/INC.

INTO

SITE TECHNOLOGIES, INC.

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Site Technologies, Inc., a corporation organized and existing under the laws of California,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the first day of February, 1989, pursuant to the Corporations Code of the State of California, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: That this corporation owns all of the outstanding shares of the stock of site/technologies/inc. a corporation incorporated on the fifteenth day of June, 1992, pursuant to the General Corporations Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Sole Director, duly adopted by the written consent of its Sole Director, on the thirty-first day of July, 2000, determined to merge into itself said site/technologies/inc.:

RESOLVED, that Site Technologies, Inc. merge, and it hereby does merge into itself site/technologies/inc. and assumes all of its obligations;
and

FURTHER RESOLVED, that the merger shall be effective upon filing with the Secretary of State of Delaware.

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said site/technologies/inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: That this corporation survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of site/technologies/inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Kurt Berney, Esq., Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road, Palo Alto, CA 94304-1050, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made personally by delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Site Technologies, Inc. at the above address.

IN WITNESS WHEREOF, said Site Technologies Inc. has caused this Certificate to be signed by Jeffery Ait, its Chief Executive Officer and Director, this twenty-first day of December, 2000.


Jeff Ait
Chief Executive Officer and Director