

19525/6 Jun

FILED *rev*  
In the office of the Secretary of State  
of the State of California

## AGREEMENT OF MERGER

OF

PANTHEON, INC.

AND

ZIP2 CORP.

JUL 15 1997

*Bill Jones*  
BILL JONES, Secretary of State

AGREEMENT OF MERGER entered into on July 14, 1997, by Pantheon, Inc. and Zip2 Corp. as approved by the Board of Directors of each of said corporations:

1. Pantheon, Inc., which is a corporation incorporated in the State of Washington, and which is sometimes hereinafter referred to as the "Disappearing Corporation", shall be merged with and into Zip2 Corp. which is a corporation incorporated in the State of California, and which is sometimes hereinafter referred to as the "Surviving Corporation". The laws of the jurisdiction of incorporation of the Disappearing Corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.
2. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the jurisdiction of incorporation of said corporation.
3. The Surviving Corporation shall continue its existence under its present name pursuant to the provisions of the General Corporation Law of the State of California.
4. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger in the State of California shall be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of California.
5. The bylaws of the Surviving Corporation upon the effective date of the merger in the State of California shall be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of California.
6. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of California shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

7. Each issued share of capital stock of the Disappearing Corporation shall, upon the effective date of the merger, be converted into the right to receive 0.5472 shares of Common Stock of the Surviving Corporation. No certificates or scrip representing fractional shares of the Surviving Corporation shall be issued in connection with the merger, and such fractional share interests will be canceled and thereafter will not entitle the owner thereof to vote or to any rights as a stockholder of the Surviving Corporation. Upon the effective date of the merger, the Surviving Corporation shall make available, and each holder of capital stock of the Disappearing Corporation shall be entitled to receive, upon surrender to the Surviving Corporation or its representatives of any certificate of certificates evidencing such capital stock of the Disappearing Corporation (the "Certificates") for cancellation, the aggregate shares of Common Stock of the Surviving Corporation into which such capital stock of the Surviving Corporation shall have been converted in the merger, and upon such surrender of each Certificate and delivery by the Surviving Corporation of the aggregate number of shares of Common Stock of the Surviving Corporation in exchange therefor, such Certificates shall forthwith be canceled. Until so surrendered, each Certificate shall be deemed for all corporate purposes to evidence only the right to receive upon such surrender the aggregate number of shares of Common Stock of the Surviving Corporation into which the Pantheon Stock represented thereby shall have been converted. The issued shares of capital stock of the Surviving Corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the complete effective date of the merger shall continue to represent one issued share of capital stock of the Surviving Corporation.

8. In the event that the merger herein provided for shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the Disappearing Corporation and in accordance with the provisions of the General Corporation Law of the State of California, the Disappearing Corporation and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Washington and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the Merger herein provided for.

The merger herein provided for shall become effective upon filing of this Agreement of Merger together with Officers' Certificates pursuant to the provisions of the General Corporation Law of the State of California.

Signed on July 14, 1997.

PANTHEON, INC.  
a Washington corporation

By: \_\_\_\_\_

Joe Shell  
Chairman of the Board

By: \_\_\_\_\_

Colby Atwood  
Secretary

Signed on July 14, 1997.

ZIP2 CORP.  
a California corporation

By: \_\_\_\_\_

Kenneth R. McVay  
Vice President, Finance

By: \_\_\_\_\_

Elon Musk  
Secretary

JEFF CATTALINI  
ASSISTANT SECRETARY

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Kenneth McVay

and

Jeff Cattalini

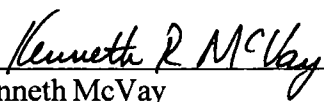
state and certify that:

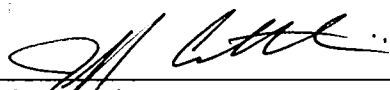
1. They are the Vice President, Finance and Assistant Secretary, respectively, of Zip2 Corp., a California corporation.

2. The Agreement of Merger in the form attached was entitled to be and was duly approved by the Board of Directors of the corporation alone under the provisions of Section 1201 of the General Corporation Law of California.

On the date set forth below, in the City of Mountain View in the State of California, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on July 14, 1997.

  
Kenneth McVay  
Vice President, Finance

  
Elon Musk    JEFF CATTALINI  
Secretary    ASSISTANT SECRETARY

CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER

Joseph Snell

and

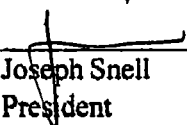
Colby Atwood

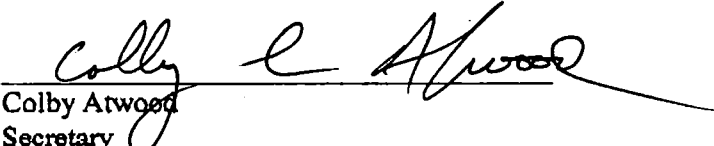
state and certify that:

1. They are the President and Secretary, respectively of Pantheon, Inc., a Washington corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the corporation.
3. There are two classes of shares of the corporation, designated Common Stock and Preferred Stock. The total number of outstanding shares of Common Stock is 556,125 and the total number of outstanding shares of Preferred Stock is 359,750.
4. The shareholder percentage vote required for the aforesaid approval was 100 percent.
5. The principal terms of the merger agreement in the form attached were approved by the corporation by a vote of the number of shares which equaled the vote required.

On the date set forth below, in the City of Seattle in the State of Washington, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Signed on July 14, 1997.

  
\_\_\_\_\_  
Joseph Snell  
President

  
\_\_\_\_\_  
Colby Atwood  
Secretary