

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

09-21-1998

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

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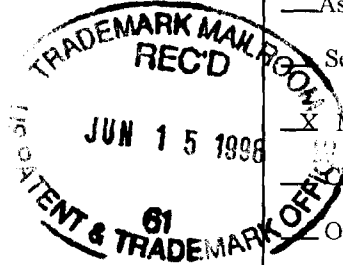
Our Ref: 29084-0000

100834014

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New
 Resubmission (Non-Recordation)
Document ID # _____
 Correction of PTO Error
Reel # _____ Frame # _____
 Corrective Document
Reel # _____ Frame # _____



Conveyance Type

Assignment License
 Security Agreement Nunc Pro Tunc Assignment
 Merger
Effective Date
Month Day Year
May 5, 1995
 Change of Name
 Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Total TV Inc.

Execution Date
Month Day Year
4/18/95

Formerly _____

Individual General Partnership Limited Partnership Corporation Association
 Other _____
 Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name TVSM, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 309 Lakeside Drive

Address (line 2) Horsham, Pennsylvania 19044

Address (line 3) _____

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 Corporation Association
 Other _____

Citizenship/State of Incorporation/Organization Delaware

06/29/1998 DC0ATES 00000156 1284995

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
100.00 OP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (212) 309-6988

Name Kerry A. Krzynowek

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 101 Park Avenue

Address (line 3) New York, NY 10178

Pages Enter the total number of pages of the attached conveyance document including any attachments.

6

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,224,995
1,273,200
1,278,951
1,581,945
1,628,245

Number of Properties Enter the total number of properties involved. # 5

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 140.00

Method of Payment: Enclosed X Deposit Account _____

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes X No _____

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. Charges to deposit account are authorized, as indicated herein.

Kerry A. Krzynowek
Name of Person Signing

Kerry A. Krzynowek
Signature

6/12/98
Date Signed

Additional Names of Conveying Parties

Conveying Party

Execution Date

TTV Holding Company

April 18, 1995

TVSM Holding Company

April 18, 1995

CERTIFICATE OF MERGER

OF

**TVSM HOLDING COMPANY,
TTV HOLDING COMPANY,
TOTAL TV INC.,**

WITH AND INTO

TVSM, INC.

**Pursuant to Section 251 of the General
Corporation Law of the State of Delaware**

TVSM, Inc., a corporation formed under the laws of the State of Delaware, desiring to merge with TVSM Holding Company, TTV Holding Company, and Total TV Inc., each a corporation formed under the laws of the State of Delaware, pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY as follows:

FIRST: (a) That TVSM, Inc. is a corporation formed under the laws of the State of Delaware; and that its Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on the 12th day of March, 1980.

(b) That TVSM Holding Company is a corporation formed under the laws of the State of Delaware; and that its Certificate of Incorporation was filed by the Secretary of State of Delaware on the 30th day of September, 1992.

(c) That TTV Holding Company is a corporation formed under the laws of the State of Delaware; and that its Certificate of Incorporation was filed by the Secretary of State of Delaware on the 16th day of June, 1992.

(d) That Total TV Inc. is a corporation formed under the laws of the State of Delaware; and that its Certificate of Incorporation was filed by the Secretary of State of Delaware on the 16th day of June, 1992.

SECOND: That each of TVSM Holding Company, TTV Holding Company, Total TV Inc. and TVSM, Inc. (each, a "Constituent Corporation") by resolutions duly approved, adopted, certified, executed and acknowledged an Agreement of Merger dated April 18, 1995 (the "Agreement of Merger"), in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation of the Merger shall be TVSM, Inc.

FOURTH: . The Certificate of Incorporation of TVSM, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of TVSM, Inc. located at 309 Lakeside Drive, Horsham, PA 19044.

SIXTH: A copy of the Agreement of Merger will be furnished by TVSM, Inc., on request and without cost, to any stockholder of any Constituent Corporation.

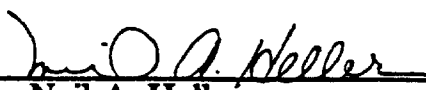
IN WITNESS WHEREOF, said TVSM, Inc. has caused this Certificate of Merger to be executed by its officers thereunto duly authorized this 5th day of May 1995.

ATTEST:

TVSM, INC.



Jerome W. Lerman
Secretary

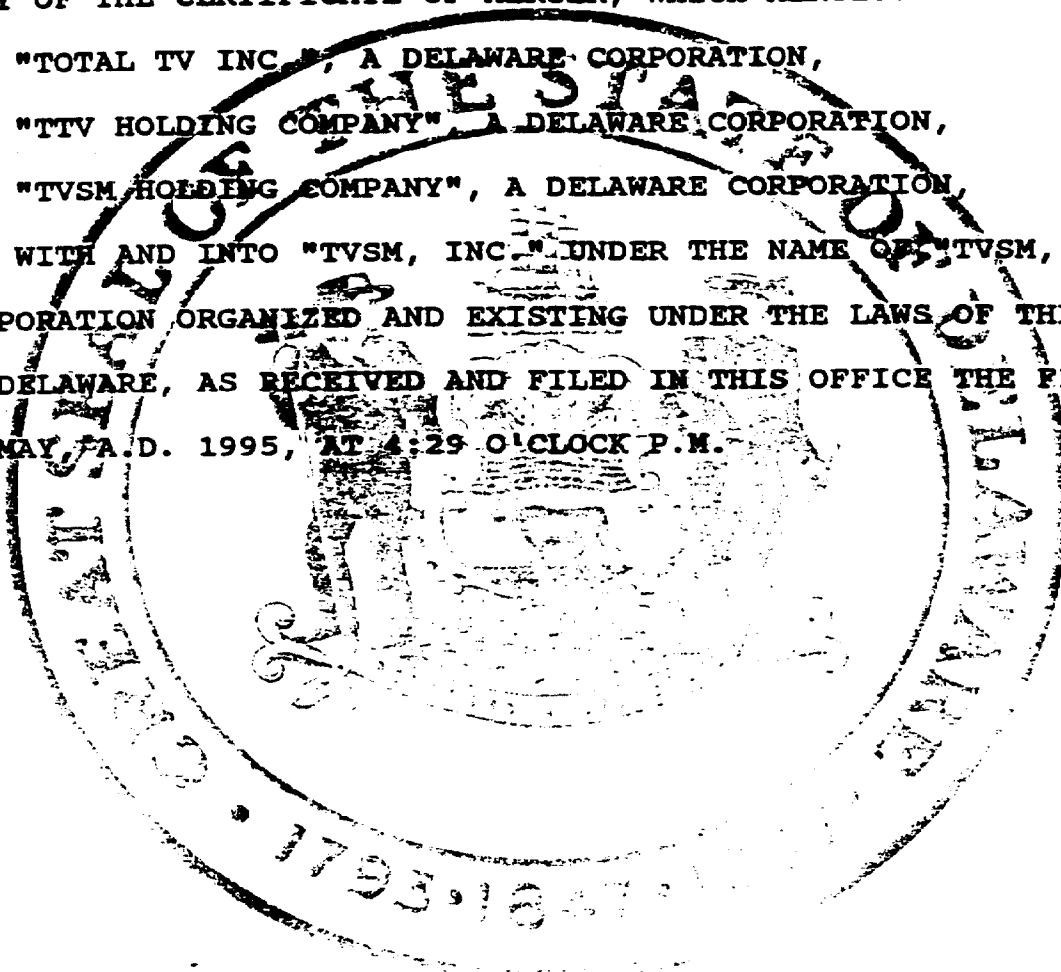
By: 

Neil A. Heller
President

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 MERGER, WHICH MERGES:

"TOTAL TV INC.", A DELAWARE CORPORATION,
"TTV HOLDING COMPANY", A DELAWARE CORPORATION,
"TVSM HOLDING COMPANY", A DELAWARE CORPORATION,
WITH AND INTO "TVSM, INC." UNDER THE NAME OF "TVSM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MAY, A.D. 1995, AT 4:29 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

7497728

05-08-95

TRADEMARK

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RECORDED: 06/15/1998