

09-28-1998

9.21.98



100840240

To the Honorable Commissioner

1. Name of conveying party(ies):

Newfield Publications, Inc.
919 Third Avenue
New York, NY. 06905

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation: Connecticut
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 17, 1996

the attached original documents or copy thereof.

and address of receiving party(ies):

Collier Newfield
Street Address: 919 Third Avenue
City: New York State NY Zip Code: 06905

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Delaware

Other: Connecticut LLC

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.

1,692,926

Additional numbers attached? Yes No

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

Name: Jamie J. Fitzgerald, Esq.
Internal Address: Cummings & Lockwood
Street Address: 700 State Street
Post Office Box 1960
City: New Haven State: Connecticut Zip: 06509-1960

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-0231
(Attach duplicate copy of this page if paying by 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.

Signature

Jamie J. Fitzgerald
Jamie J. Fitzgerald

September 16, 1998

Total number of pages comprising cover sheet: [1]

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FC:481

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Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

CERTIFICATE OF MERGER
OF
NEWFIELD PUBLICATIONS, INC.
A Connecticut corporation
INTO
COLLIER NEWFIELD, INC.
A Delaware corporation

The undersigned, Newfield Publications, Inc., a Connecticut corporation, and Collier Newfield, Inc., a Delaware corporation, DO HEREBY CERTIFY:

FIRST: That the names of the merging corporations are Newfield Publications, Inc., a Connecticut corporation ("Newfield"), and Collier Newfield, Inc., a Delaware corporation ("Collier"), and that the surviving corporation of the merger is Collier Newfield, Inc.

SECOND: That the name which the surviving corporation is to have shall be Collier Newfield, Inc.

THIRD: That the Certificate of Incorporation which is now in effect for Collier, the surviving corporation, will be the certificate of incorporation of the surviving corporation.

FOURTH: That an Agreement and Plan of Merger by and between Collier and Newfield (the "Agreement and Plan of Merger") was approved and adopted by Collier and Newfield in the manner provided for in the applicable provisions of the Stock Corporation Act of the State of Connecticut.

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of Collier, the surviving corporation, the address of which is 919 Third Avenue, New York, NY 10022 and that, in addition to complying with any other section of the Stock Corporation Act of the State of Connecticut, a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder of any constituent corporation.

SIXTH: That the designation of each class of shares, the number of outstanding shares of each class, the shareholder vote required to adopt the Agreement and Plan of Merger, and the number of shares of Newfield that approved the merger are as follows:

<u>Class of Stock</u>	<u>Number of Outstanding Shares</u>	<u>Vote Required to Adopt Plan</u>	<u>Total Voted for Adoption of Plan</u>
Common Stock	5,000	3,334	5,000

SEVENTH: That there are no shares of stock in Collier outstanding and there is no shareholder approval required pursuant to the General Corporation Law of the State of Delaware.


EIGHTH: That Newfield irrevocably appoints the Secretary of the State of the State of Connecticut and his successors in office, to be its agent upon whom all process, in any action or proceeding against it, may be served. Newfield agrees that any process against it which is served on the Secretary of the State of the State of Connecticut shall be of the same legal force and validity as if served on Newfield, and that this appointment shall continue in force as long as any liability remains outstanding against Newfield in the State of Connecticut. The address to which the Secretary of the State shall mail a copy of any process against Newfield served upon him as agent of Newfield is 919 Third Avenue, New York, NY 10022.

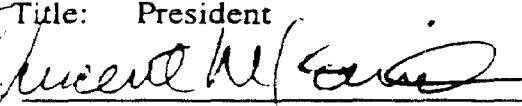
NINTH: That the merger described in this Certificate of Merger shall be effective at 12:01 a.m. on the 1st day of January, 1997.

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing Certificate of Merger, insofar as they pertain to Newfield Publications, Inc., a Connecticut corporation, are true.

Dated as of December 17, 1996

NEWFIELD PUBLICATIONS, INC.
A Connecticut corporation


By: 
Name: Steven Morvay
Title: President


By: 
Name: Vincent M. Kiernan
Title: Secretary

WE HEREBY DECLARE, under the penalties of false statement, that the statements made in the foregoing Certificate of Merger, insofar as they pertain to Collier Newfield, Inc., a Delaware corporation, are true.

Dated as of December 17, 1996.

COLLIER NEWFIELD, INC.
A Delaware corporation

By: 
Name: Steven Morvay
Title: President

By: 
Name: Vincent M. Kiernan
Title: Secretary

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