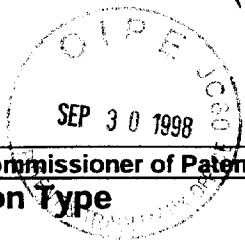


MAD
9-30-98

10-14-1998



100850269



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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

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.)

10/09/1998 DNGUYEN 00000271 75311869

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 00
150.00 00

all *OK*

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231

REEL: 1799 FRAME: 0091

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

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

Mark if additional numbers 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)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

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

Method of Payment: Enclosed Deposit Account

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

Deposit Account Number: #

Authorization to charge additional fees: Yes 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.

Karl M. Zielaznicki
Name of Person Signing


Signature

9/28/98
Date Signed

*State of New York }
Department of State }*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUL 02 1998



A handwritten signature in cursive script, appearing to read "J. Leach", followed by a horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (5/96)

179806300005
03045

CERTIFICATE OF MERGER

OF

BKN INTERNATIONAL, INC.

INTO

BKN KIDS NETWORK, INC.

Section 904 of the Business Corporation Law

JUN 30 5 26 PM '90

Filer: Hall Dickler Kent Friedman & Wood
909 Third Avenue
27th Floor
New York, NY 10022-9998
875507pas

1.6
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 30 1990
TAX \$ _____
BY:
M

RECEIVED
JUN 30 2 10 PM '90

BILLED

4

180630000619

TRADEMARK
REEL: 1799 FRAME: 0094

CERTIFICATE OF MERGER

OF

BKN INTERNATIONAL, INC.

INTO

BKN KIDS NETWORK, INC.

F980630000591
CSC 45

Under Section 904 of the Business Corporation Law

Pursuant to the provisions of Section 904 of the Business Corporation Law,
the undersigned hereby certify:

FIRST: The names of each of the constituent corporations to be merged
are BKN International, Inc., a New York corporation, and BKN Kids Network, Inc., a New
York corporation. The name of the surviving corporation is BKN Kids Network, Inc.

SECOND: Upon the effective date of the merger, the surviving corporation
shall change its name to BKN, Inc. To effectuate the foregoing, Article FIRST of the
Certificate of Incorporation of BKN Kids Network, Inc., relating to the name of the
corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is BKN, Inc."

THIRD: The designation and number of shares outstanding, whether
entitled to vote or not, and the designation and number of outstanding shares of each class
and series entitled to vote as a class, if any, are as follows:

HD:NY/22544/v#1

J

Name of Corporation	Number of Shares Outstanding	Designation of Class or Series	Entitled to Vote	Entitled to Vote as a Class
BKN International, Inc.	100	Common	100	N/A
BKN Kids Network, Inc.	100	Common	100	N/A

FOURTH: The effective date of the merger shall be July 1, 1998.

FIFTH: The date the Certificate of Incorporation of BKN Kids Network, Inc. was filed in the Office of the Department of State of the State of New York was December 12, 1986 under the name of Parkside Entertainment, Inc.


SIXTH: The date the Certificate of Incorporation of BKN International, Inc. was filed in the Office of the Department of State of the State of New York was October 28, 1993 under the name of Bohbot Communications of Europe, Inc.


SEVENTH: This certificate was authorized by the unanimous written consent of the Board of Directors and the sole shareholder of BKN Kids Network, Inc. and BKN International, Inc.

2

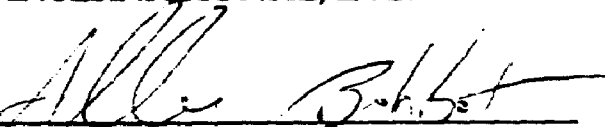
IN WITNESS WHEREOF, we hereunto sign this certificate and affirm that the statements made herein are true under the penalties of perjury this 25th day of June 1998.


BKN KIDS NETWORK, INC.

By: 
Allen J. Bohbot, Chairman

By: 
Robin Silverman, Secretary

BKN INTERNATIONAL, INC.

By: 
Allen J. Bohbot, Chairman

By: 
Robin Silverman, Secretary

3