

MRD 9-29-98

10-16-1998



100853456

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

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

1998 SEP 27 AM 11:57

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  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
12/31/97

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year

Name Biz Publishing Inc.

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization North Carolina

Receiving Party

Mark if additional names of receiving parties attached

Name American City Business Journals, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 120 West Morehead Street, Suite 400

Address (line 2) Charlotte, NC 28202

Address (line 3) \_\_\_\_\_  
City State/Country Zip Code

- 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 North Carolina Delaware

FOR OFFICE USE ONLY

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, TRADEMARK 20231

REEL: 1799 FRAME: 0768

**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) 692-4470

Name

Eric E. Gisolfi

Address (line 1)

Sabin, Bermant & Gould LLP

Address (line 2)

350 Madison Avenue

Address (line 3)

New York, NY 10017

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1747788	1873831	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

2

**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:

#

19-0004

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.

Eric E. Gisolfi

Name of Person Signing

Signature

September 25, 1998

Date Signed

*State of Delaware*  
*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:

"BIZ PUBLISHING, INC.", A NORTH CAROLINA CORPORATION, WITH AND INTO "AMERICAN CITY BUSINESS JOURNALS, INC." UNDER THE NAME OF "AMERICAN CITY BUSINESS JOURNALS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 1997, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2059965 8100M

971428867

AUTHENTICATION: 8828616

DATE: 12-22-97

TRADEMARK  
 REEL: 1799 FRAME: 0770

**CERTIFICATE OF MERGER****OF****BIZ PUBLISHING, INC.****INTO****AMERICAN CITY BUSINESS JOURNALS, INC.**

The undersigned corporations

DO HEREBY CERTIFY

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Biz Publishing, Inc.	North Carolina
American City Business Journals, Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is American City Business Journals, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of American City Business Journals, Inc., a Delaware corporation, which is the surviving corporation, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is c/o American City Business Journals, Inc., 128 South Tryon Street, Suite 2300, Charlotte, North Carolina 28202.

SIXTH: That a copy of the Plan and Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

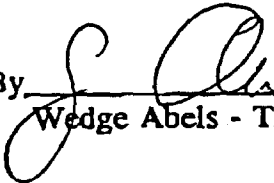
SEVENTH: The authorized capital stock of the foreign corporation which is a party to the merger is 100,000 shares no par value.

**TRADEMARK**  
**REEL: 1799 FRAME: 0771**

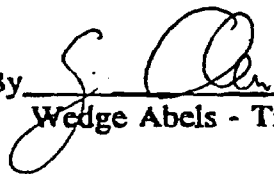
EIGHTH: That this Certificate of Merger shall be effective on December 31, 1997.

Dated 12/8/97

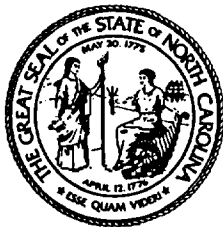
BIZ PUBLISHING, INC.

By   
Wedge Abels - Treasurer

AMERICAN CITY BUSINESS JOURNALS, INC.

By   
Wedge Abels - Treasurer

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

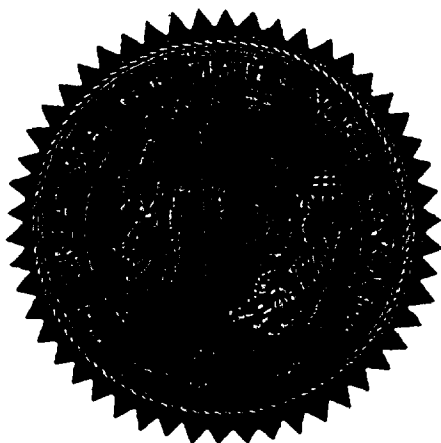
To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, *Secretary of State of the State of North Carolina*, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER  
OF  
BIZ PUBLISHING, INC.  
INTO  
AMERICAN CITY BUSINESS JOURNALS, INC.**

*the original of which was filed in this office on the 30th day of December, 1997.*

*IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 30th day of December, 1997.*



*Elaine F. Marshall*

*Secretary of State*

TRADEMARK  
REEL: 1799 FRAME: 0773

0-0260283

FILED

10:58 A.M

DEC 30 1997

EFFECTIVE 12/31/97 11:59.3

ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

R.11.

97 3.63 9067

State of North Carolina  
Department of the Secretary of State

ARTICLES OF MERGER OR SHARE EXCHANGE

Pursuant to §55-11-05 of the General Statutes of North Carolina, the undersigned corporation as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following Articles of Merger or Share Exchange.

1. The name of the surviving or acquiring corporation is American City Business Journals, Inc., a corporation organized under the laws of Delaware; the name of the merged or acquired corporation is Biz Publishing, Inc., a corporation organized under the laws of North Carolina.
2. Attached is a copy of the Plan of Merger or Share Exchange that was duly adopted in the manner prescribed by law by the board of directors of each of the corporations participating in the merger or share exchange.
3. With respect to the surviving/acquiring corporation (check either a or b, whichever is applicable):
  - a.  Shareholder approval was not required for the merger or share exchange.
  - b.  Shareholder approval was required for the merger or share exchange, and the merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged/acquired corporation (check either a or b, whichever is applicable):
  - a.  Shareholder approval was not required for the merger or share exchange.
  - b.  Shareholder approval was required for the merger or share exchange, and the merger or share exchange was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. These articles will be effective upon filing, unless a delayed date and/or time is specified: 12/31/97

This the 11 day of NOVEMBER, 19 97

American City Business Journals, Inc.

Name of Corporation

Signature

Wedge Abels - Treasurer

Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document and one exact or conformed copy of these articles must be filed with the Secretary of State.
2. Certificate(s) of Merger must be filed pursuant to the requirements of NCGS §47-18.1.

## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 11th day of November, 1997, pursuant to Section 55-11-01 of the General Corporation Law of North Carolina by and between BIZ Publishing, Inc., a North Carolina corporation, and American City Business Journals, Inc., a Delaware corporation:

WHEREAS, the respective Boards of Directors of said corporations deem it advisable and in the best interests of the corporations that they merge and such Boards of Directors have approved, recommended and submitted to a vote of shareholders the terms of the merger pursuant to Statements of Unanimous Consent dated November 11th, 1997;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, covenants and grants contained herein, it is hereby agreed by and between the parties hereto as follows:

1. Merger. As of the effective date of the merger defined herein, BIZ Publishing, Inc., a North Carolina corporation, shall merge with and into American City Business Journals, Inc., a Delaware corporation, which shall be the survivor as a single corporation (to be hereinafter sometimes referred to as the "Surviving Corporation"), and the separate corporate existence of the other corporation shall cease. The name of the Surviving Corporation after the merger shall be American City Business Journals, Inc.

1.01 The Articles of Incorporation of American City Business Journals, Inc., a Delaware corporation, shall be the Articles of Incorporation of the Surviving Corporation, until duly changed or amended.

1.02 The By-Laws of American City Business Journals, Inc., a Delaware corporation, shall be the By-Laws of the Surviving Corporation, until duly changed or amended.

1.03 The directors and officers of American City Business Journals, Inc., a Delaware corporation, immediately prior to the merger, shall be the directors and officers of the Surviving Corporation, until their successors are duly elected and qualified.

2. Effective Date. The merger shall be effective on December 31, 1997 upon filing of the Articles of Merger with the Secretaries of State of North Carolina and Delaware.

3. Cancellation of Shares. Since all of the issued and outstanding shares of the corporation to be merged are owned by the Surviving Corporation, on the effective date of the merger all of the issued and outstanding shares of BIZ Publishing, Inc., the merging corporation, shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.



4. Transfer of Rights and Interests. Upon the consummation of the merger described herein, all and singular rights, privileges, powers and franchises of each of said corporations, and all property, real and mixed, and all debts due on whatever account, as well as all other things in action or belonging to each of such corporations, shall be vested in the Surviving Corporation; all property rights, privileges, powers and franchises, and all and every other interest of the corporations shall thereafter be the property of the Surviving Corporation as they were of the respective merging corporation; and the title to any real estate, whether by deed or otherwise, vested in the corporations shall not revert or be in any way impaired by reason of said merger; provided, however, that all rights of creditors and all liens upon any property of the parties hereto shall be preserved unimpaired, and all debts, liabilities and duties of the parties hereto shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in the law or things are necessary or desirable to vest in it, according to the terms hereof, the title to any property of the merging corporation, said merging corporation's proper officers and directors shall and will execute and do all such proper assignments, assurances in the law and things necessary or proper to vest title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

5. Amendment and Termination. At any time and from time to time, the provisions of this Plan and Agreement of Merger may be amended, altered or repealed and other provisions authorized by the state laws of North Carolina and Delaware may be added or inserted in the manner at the time prescribed by such statutes, and all rights at any time conferred upon the stockholders of the Surviving Corporation by this Plan and Agreement of Merger are granted subject to the provisions of this Section 5. At any time prior to the filing of the Articles of Merger with the Secretary of State of Delaware, the Agreement may be terminated by the Board of Directors of any constituent corporation.

6. The merger is permitted by the laws of the states of Delaware and North Carolina and the surviving and merged corporations have complied with the applicable laws of those states.