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10-16-1998

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FORM PTO-1594  
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COVER SHEET  
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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

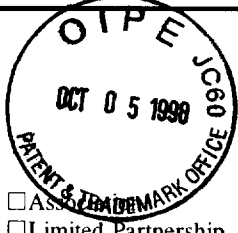
To the Honorab.

100851178

Box Assignment, Washington, DC 20231

Please record the attached original documents or copy thereof.

10-5-98



1. Name of conveying party(ies):

Active Media Services, Inc.

- Individual(s)
- General Partnership
- Corporation-New York
- Other

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

2. Name and address of receiving party(ies):

Name: Active Media Services, Inc.

Internal Address:

Street Address: One Blue Hill Plaza, P.O. 1705

City Pearl River State NY ZIP 10956

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation must be a separate document from Assignment)

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

3. Nature of conveyance:

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

Execution Date: August 7, 1998

4. Applicator, number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,856,922

ACTIVE INTERNATIONAL

Additional numbers attached?  Yes  No

1856922

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

PENNIE & EDMONDS LLP  
1155 Avenue of the Americas  
New York, NY 10036

Attn.: Ilene B. Tannen, Esq.

File No.: 9245-006

6. Total number of applications and registrations involved: 1

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

Please charge to the deposit account listed in Section 8.

8. Deposit account number: 16-1150

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.

Ilene B. Tannen

Name of Person Signing

Reg. No.

*Ilene B. Tannen*  
Signature

10/5/98  
Date

Total number of pages comprising cover sheet:

1

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignment  
Washington, D.C. 20231

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TRADEMARK  
REEL: 1799 FRAME: 0790

PENY4-613528.1

*State of Delaware*  
*Office of the Secretary of State*

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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:

"ACTIVE MEDIA SERVICES, INC.", A NEW YORK CORPORATION,

WITH AND INTO "ACTIVE MEDIA SERVICES, INC." UNDER THE NAME OF "ACTIVE MEDIA SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

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*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 9240641

DATE: 08-07-98

**TRADEMARK**  
**REEL: 1799 FRAME: 0791**

**CERTIFICATE OF MERGER  
OF  
ACTIVE MEDIA SERVICES, INC., A NEW YORK CORPORATION  
INTO  
ACTIVE MEDIA SERVICES, INC., A DELAWARE CORPORATION**

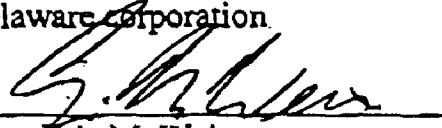
ACTIVE MEDIA SERVICES, INC., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) Active Media Services, Inc., a New York corporation (the "Merging Corporation"); and
  - (b) Active Media Services, Inc., a Delaware corporation (the "Surviving Corporation").
2. A Plan and Agreement of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the Merging Corporation and the Surviving Corporation in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Active Media Services, Inc.
4. The certificate of incorporation of Active Media Services, Inc., a Delaware corporation, shall be the certificate of incorporation of the surviving corporation.
5. The surviving corporation is a corporation of the State of Delaware.
6. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at One Blue Hill Plaza, P.O. Box 1705, Pearl River, New York 10965-8705.
7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Merging Corporation or the Surviving Corporation.
8. The Surviving Corporation has authorized capital stock of 10,000,000 shares of Common Stock, comprised of (i) 8,000,000 shares of Class A Common Stock, par value \$.01 per share, and (ii) 2,000,000 shares of Class B Common Stock, par value \$.01 per share. The Merging Corporation has authorized capital stock consisting of 200 shares of Common Stock, without par value.
9. The effective date of the merger of the Merging Corporation into the Surviving Corporation shall be August 7, 1998.

IN WITNESS WHEREOF, Active Media Services, Inc., a Delaware corporation, has caused this Certificate of Merger to be executed by Arthur Wagner, its authorized officer, on the 7<sup>th</sup> day of August, 1998.

ACTIVE MEDIA SERVICES, INC.  
a Delaware corporation

By:



Eric M. Weiss,  
Executive Vice President

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