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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)

- 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

03/22/1999 JSHABAZZ 00000200 2119015

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 150.00 OP

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, D.C. 20231

TRADEMARK
REEL: 1872 FRAME: 0796

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

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OPR/FINANCE

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(212) 909-7372

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) see attached list

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

#

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.

Andrew Borodach

March 16, 1999

Name of Person Signing

Signature

Date Signed

TRADEMARKS

<u>Title</u>	<u>Registration No.</u>	<u>Serial No.</u>	<u>Registration Date/ Date Filed</u>
AIRSHOW NETWORK	2,119,015	75-106,894	12/09/97 05/20/96
GENESYS	2,032,914	74-664,427	01/21/97 04/21/95
AIRTELL	1,754,469	74-182,225	02/23/93 07/02/91
SEASHOW	1,740,534	74-181,748	12/15/92 07/02/91
AIRSHOW	1,374,657	73-530,100	12/10/85 04/01/85

TRADEMARK APPLICATIONS

<u>Title</u>	<u>Serial No.</u>	<u>Date Filed</u>
AIRSHOW TV	75-326,067	07/17/97
AIRSHOW EXPLORER	75-302,437	06/03/97

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:

"AIRSHOW, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "AIRSHOW, INC." UNDER THE NAME OF "AIRSHOW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MARCH, A.D. 1999, AT 11 O'CLOCK A.M.

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

"Express Mail" mailing label No. EH82732548945

Date of Deposit March 16, 1999

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.118 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Elisa Raley

(Typed or printed name of person mailing paper or fee)

Elisa Raley

(Signature of person mailing paper or fee)



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9623031

DATE: 03-11-99

TRADEMARK REEL: 1872 FRAME: 0799

CERTIFICATE OF MERGER

Merging

AIRSHOW, INC.
(a California corporation)

Into

AIRSHOW, INC.
(a Delaware corporation)

AIRSHOW, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, HEREBY CERTIFIES:

FIRST: That the Corporation was incorporated on March 9, 1999 under the name Airshow, Inc. pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

SECOND: That Airshow, Inc. ("Old Airshow") was incorporated on October 20, 1980, pursuant to the General Corporation Law of the State of California.

THIRD: That an Agreement and Plan of Merger, dated as of March 10, 1999, between the Corporation and Old Airshow (the "Agreement"), providing for Old Airshow to be merged into and survived by the Corporation (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Corporation and Old Airshow in accordance with Section 252 of the DGCL.

FOURTH: That the Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger. The Certificate of Incorporation of the Surviving Corporation will be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the By-Laws of the Corporation shall be the By-Laws of the Surviving Corporation.

SIXTH: That the directors and officers of the Corporation shall be the directors and officers, respectively, of the Surviving Corporation, each to hold such office until his or her successor shall be elected or appointed and qualified or until his or her earlier death, resignation or removal.

SEVENTH: That the Merger has been approved by the written consent Dynatech LLC, a Delaware limited liability company ("Dynatech"), the holder of all the issued and outstanding shares of common stock of Old Airshow and the Corporation, in accordance with Section 228(a) of the DGCL and Section 603(a) of the California General Corporation Law.

EIGHTH: That the executed Agreement is on file at an office of Dynatech at 20410 Observation Drive, Germantown, MD 20876. A copy will be furnished, on request and without cost, to any shareholder of the Corporation.

NINTH: That the number of shares of stock of all classes which Old Airshow has authority to issue is one million (1,000,000) shares.

TENTH: Notwithstanding anything to the contrary, the Merger may be terminated and abandoned by the Board of Directors of the Corporation or Old Airshow at any time prior to the filing of this Certificate.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by a duly authorized officer thereof.

AIRSHOW, INC., a Delaware corporation

By: John F. Reno
John F. Reno
Vice President

Dated: March 10, 1999

"Express Mail" mailing label No. EH827325489US
Date of Deposit: March 16, 1999

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231.

ELISA RAJY
(Typed or printed name of person mailing paper or fee)

Elisa Rajy
(Signature of person mailing paper or fee)

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IN JMD

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TRADEMARK

03/16/99

RECORDED: 03/16/1999

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