

04-06-1999



101002155

TRADEMARK
02925-G0000 GSW

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	SCI-BV HOLDINGS, INC.
Serial/Reg. Nos.	2071418; 2043602; 1763683; 2226889; 2203112; 2153337; 2093837; 2086651; 2164848; 2132203; 2132208; 1960489; 1941884; 1906894; 1763683; 1618733; 1012184; 75-352554; 75-352568; 75-543233; 75-544277; 75-544998 1472195
Service Mark	IMAGINGEXPO; IMAGINGWORLD; IMAGING- WORLD; KNOWLEDGE MANAGEMENT EXPO; GLOBALSHOP; THE VISUAL MERCHANDISING SHOW; RETAIL OPERATIONS & CONSTRUCTION EXPO; THE STORE FIXTURING SHOW; SPORTSWOMAN; SHOPWEST; SHOPEAST; DIS- PLAY & DESIGN IDEAS; TRUCK ACCESSORY NEWS; AUTOMOTIVE & TRANSPORTATION IN- TERIORS; IMAGING WORLD; THE SPORTING GOODS DEALER; THE SPORTING GOODS DEALER; KMW KNOWLEDGE MANAGEMENT WORLD; KMN KNOWLEDGE MANAGEMENT NEWS; KM WORLD; I3 IN-STORE INTERACTIVE IDEAS; KMEXPO; SPORTSTREND

Box Assignment
Assistant Commissioner for Patents
Washington, DC 20231

Assignment Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

1. Name of conveying party. SCI-BV HOLDINGS, INC.
2. Name and Address of Receiving Party. BILL COMMUNICATIONS, INC., a New York corporation, at 355 Park Avenue South, New York, NY 10010.

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment, Commissioner for Patents and Trademarks; Washington, DC 20231.

Date: 3/25/99

AnneMarie Provino

04/05/1999 DNGUYEN 00000174 2071418

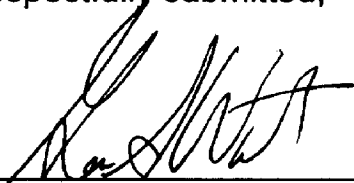
01 FC:481
02 FC:482

40.00 DP
550.00 DP

TRADEMARK
REEL: 1878 FRAME: 0361

3. Nature of Conveyance: Merger. Execution Date: December 31, 1998.
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.
- Gene S. Winter, Registration No., 28,352
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155
5. Serial/Reg. Nos. 2071418; 2043602; 1763683; 2226889; 2203112; 2153337; 2093837; 2086651; 2164848; 2132203; 2132208; 1960489; 1941884; 1906894; 1763683; 1618733; 1012184; 75-352554; 75-352568; 75-543233; 75-544277; 75-544998 1472195.
6. Total Number of Registrations/Applications Involved: 23.
7. Total Fee (37 CFR 3.41). \$590.00 due.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 8. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,



Gene S. Winter, Registration No., 28,352
Stephen P. McNamara, Registration No. 32,745
Attorneys for Applicant
ST. ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: BILL COMMUNICATIONS, INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: NATIONAL CORPORATE RESEARCH LTD.

SERVICE CODE: 26

CONSTITUENT NAME: SCI-BV HOLDINGS, INC.

FILED:12/31/1998 DURATION:***** CASH#:981231000727 FILM #:981231000692

ADDRESS FOR PROCESS

EFFECT DATE

12/31/1998

REGISTERED AGENT



FILER	FEE	AMOUNT	PAYMENT TYPE	AMOUNT
MARK BORINO	FILING	60.00	CASH	0.00
VNU USA, INC.	TAX	0.00	CHECK	0.00
1515 BROADWAY	CERT	0.00	BILLED	95.00
NEW YORK, NY 10036	COPIES	10.00		
	HANDLING	25.00		
			REFUND	0.00
		95.00	PAYMENTS	95.00

**State of New York }
Department of State }^{ss:}**

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

JAN 04 1999

Witness my hand and seal of the Department of State on



Special Deputy Secretary of State

DOS-1266 (5/96)

F9812310000692

CERTIFICATE OF MERGER
OF
SCI-BV HOLDINGS, INC.
INTO
BILL COMMUNICATIONS, INC.

Under Section 904 of the New York Business Corporation Law

We, the undersigned John Wickersham and James A. Ross being respectively the President and the Secretary of Bill Communications, Inc. and John Wickersham and James A. Ross being respectively the President and Secretary of SCI-BV Holdings, Inc. hereby certify:

1. (a) The name of each constituent corporation is as follows:

Bill Communications, Inc.
SCI-BV Holdings, Inc.

(b) The name of the surviving corporation is Bill Communications, Inc. and following the merger its name shall be Bill Communications, Inc.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Name of Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of shares entitled to Vote</u>	<u>Shares entitled to vote as a class or series</u>
Bill Communications, Inc.	Common 100	Common	20,000
SCI-BV Holdings, Inc.	Common 708,110 Series A Preferred 501,636	Common	1,000,000

3. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State of the State of New York is as follows:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>
Bill Communications, Inc. (Incorporated under the name: BILL BROTHERS PUBLICATIONS, INC.)	8/27/63

4. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State of the State of Delaware and the date when the application for

authority to do business in New York was filed by the Department of State of the State of New York is as follows:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>Date of Application for Authority</u>
SCI-BV Holdings, Inc.	7/25/95	n/a

5. The merger was adopted by each constituent corporation in the following manner:

As to Bill Communications, Inc., by the unanimous written consent of the shareholders.

SCI-BV Holdings, Inc. has complied with the applicable provisions of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by unanimous written consent of the shareholders in lieu of a meeting.

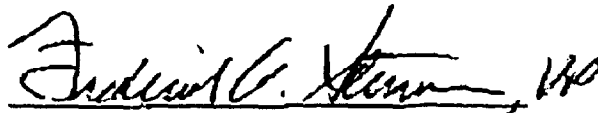
6. The merger shall be effective as of the 31st day of December, 1998.


IN WITNESS WHEREOF, we have signed this certificate on the 18th day of December, 1998 and we affirm the statements contained therein as true under penalties of perjury.


SCI-BV HOLDINGS, INC.


 Name: Frederick A. Steinmann
 Title: Vice President

BILL COMMUNICATIONS, INC.


 Name: Frederick A. Steinmann
 Title: Vice President


 Name: James A. Ross
 Title: Secretary


 Name: James A. Ross
 Title: Secretary

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Dec 31 2 50 PM '98

FILED

CERTIFICATE OF MERGER
OF
SCI-BV HOLDINGS, INC.
INTO
BILL COMMUNICATIONS, INC.
UNDER SECTION 904 OF THE
BUSINESS CORPORATION LAW

1 CC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 31 1998
TAX BY: JAH
New York

BILLED

REC'D 24

Dec 31 2 13 PM '98

RECEIVED

Mark Borino
VNU USA, Inc.
1515 Broadway
New York, New York 10036

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981231000727

**SCHEDULE FOR RECORDING MERGER OF
SCI-BV HOLDINGS, INC. INTO BILL COMMUNICATIONS, INC.**

TRADEMARK

REGISTRATION/SERIAL NO.

IMAGINGEXPO	2071418
IMAGINGWORLD	2043602
IMAGING WORLD	1763683
KNOWLEDGE MANAGEMENT EXPO	2226889
GLOBALSHOP	2203112
THE VISUAL MERCHANDISING SHOW	2153337
RETAIL OPERATIONS & CONSTRUCTION EXPO	2093837
THE STORE FIXTURING SHOW	2086651
SPORTSWOMAN	2164848
SHOPWEST	2132203
SHOPEAST	2132208
DISPLAY & DESIGN IDEAS	1960489
TRUCK ACCESSORY NEWS	1941884
AUTOMOTIVE & TRANSPORTATION INTERIORS	1906894
IMAGING WORLD	1763683
THE SPORTING GOODS DEALER	1618733
THE SPORTING GOODS DEALER	1012184
KMW KNOWLEDGE MANAGEMENT WORLD	75-352554
KMN KNOWLEDGE MANAGEMENT NEWS	75-352568
KM WORLD	75-543233
I3 IN-STORE INTERACTIVE IDEAS	75-544277
KMEXPO	75-544998
SPORTSTREND	1472195