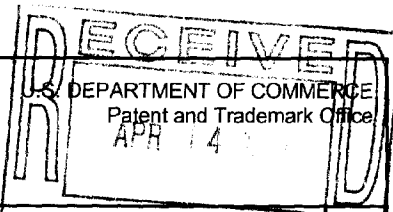


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Attached original documents or copy thereof.

To the Honorable Commissioner of Pa

4.14.99 mad

1. Name of conveying party(ies):

Advocate Acquisition Corp.

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

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

3. Nature of conveyance:

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

Execution Date: December 31, 1998

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

Name: Liberation Publications, Inc.

Internal Address: _____

Street Address: 6922 Hollywood Boulevard

City: Los Angeles State: CA ZIP: 90028

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/580,848

B. Trademark Registration No.(s)

2,158,988; 1,723,673; 1,813,891

Additional numbers attached? Yes No

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

Name: David W. Grace

Internal Address: Loeb & Loeb LLP

Street Address: 10100 Santa Monica Boulevard

Suite 2200

City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved: [4]

7. Total fee (37 CFR 3.41) \$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-1820

(Attach duplicate copy of this page if paying by deposit account)

04/20/1999 DNGUYEN 00000209 2158988

DO NOT USE THIS SPACE

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02 FC:482

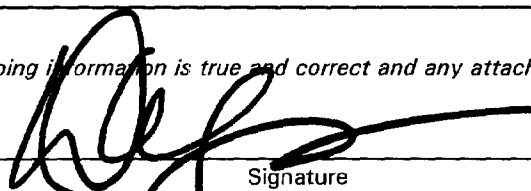
(40.00 DP)
(75.00 DP)

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.

David W. Grace

Name of Person Signing

 12 April 99
Signature Date

Total number of pages including cover sheet, attachments, and document: [4]

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

TRADEMARK
REEL: 001885 FRAME: 0720
REEL: 1885 FRAME: 0720

CERTIFICATE OF MERGER

MERGING

LIBERATION PUBLICATIONS, INC.
(a California corporation)

INTO

ADVOCATE ACQUISITION CORP.
(a Delaware corporation)

Pursuant to Section 252 of the
Delaware General Corporation Law

The undersigned corporation organized and existing under and by virtue
of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the
constituent corporations in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Liberation Publications, Inc.	California
Advocate Acquisition Corp.	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 laws under which each constituent
corporation was formed.

THIRD: That Advocate Acquisition Corp., a Delaware corporation,
shall be the surviving corporation.

FOURTH: That the Certificate of Incorporation of Advocate
Acquisition Corp., a Delaware corporation, is hereby amended as follows:

Paragraph 1 is amended in full to read as follows:

"The name of this corporation is Liberation Publications, Inc."

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 6922 Hollywood Boulevard, Suite 1000, Los Angeles, California 90028.

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

SEVENTH: That Liberation Publications, Inc., a California corporation, is authorized to issue only one class of shares of capital stock; and the total number of shares which Liberation Publications, Inc., a California corporation, is authorized to issue is seventy-five thousand (75,000) \$1.00 par value.

IN WITNESS WHEREOF, Advocate Acquisition Corp., a Delaware corporation, has caused this Certificate of Merger to be executed by its duly authorized officer this 31st day of December, 1998.

ADVOCATE ACQUISITION CORP.
a Delaware corporation

By: James M. Franklin
James M. Franklin, President

W0C11341A81

State of Delaware
Office of the Secretary of State PAGE 1

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:

"LIBERATION PUBLICATIONS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "ADVOCATE ACQUISITION CORP." UNDER THE NAME OF "LIBERATION PUBLICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, 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.



2967379 8100M

981509599

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9507726

DATE:

01-07-99

TRADEMARK
REEL: 001885 FRAME: 0723

RECORDED: 04/14/1999

REEL: 1885 FRAME: 0723