

RECORDATION FORM COVER SHEET

MWD  
4.26.99

TRADEMARKS ONLY

Tab set

05-12-1999

To

1 Trademarks: Please record the attached original documents or copy thereof.

1. Name

PC 101035620 LLC

2. Name and address of receiving party(ies)

Name: BPI Communications Inc.

Internal Address:

Street Address: 1515 Broadway

City: New York State: NY ZIP: 10036

- Individual(s)
- General Partnership
- Corporation-State Florida
- 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: February 10, 1999

- 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)

B. Trademark Registration No.(s)

1,962,345 ; 1,870,907 ; 2,129,157  
1,910,908 ; 1,007,874 ; 2,134,540  
1,992,081

Additional numbers attached?  Yes  No

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

Name: Renee Simonton

Internal Address: Reed Elsevier

Intellectual Property

Management Services Inc.

Street Address: 1105 North Market St.

City: Wilmington State: DE ZIP: 19801

05/11/1999 DMUYEH 00000160 1962345

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481  
02 FC:482

40.00 DP  
150.00 DP

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.

Renee Simonton  
Name of Person Signing

Renee Simonton  
Signature

April 15, 1999  
Date

Total number of pages including cover sheet, attachments, and document: 2

ARTICLES OF MERGER OF  
POCRAL, INC. INTO  
BPI COMMUNICATIONS INC.

**FILED**  
99 FEB 26 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt to following Articles of Merger:

**FIRST:** BPI Communications Inc. is a corporation organized under the laws of the State of Delaware, owning 100 percent of the shares of Pocral, Inc., a corporation organized under the laws of the state of Florida.

**SECOND:** The following Plan of Merger was adopted by the board of directors of BPI Communications Inc.

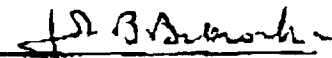
**THIRD:** The *pro rata* issuance of shares of BPI Communications Inc. to the holders of the shares of Pocral, Inc. upon surrender of any certificates therefor is as provided for in the attached Plan of Merger.

**FOURTH:** Shareholders of Pocral, Inc. who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

**FIFTH:** A copy or summary of the plan of merger was mailed by the parent corporation on the 8<sup>th</sup> day of February, 1999, to each shareholder of the subsidiary who did not waive the mailing requirement in writing

Signed this 10<sup>th</sup> day of February, 1999.

BPI COMMUNICATIONS, INC.

by:   
John Babcock, Jr., President

POCRAL, INC.

by:   
Paul O. Curran, President