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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	STRATEGIC BUSINESS COMMUNICATIONS
Reg./Ser. Nos.	75-501517 and 75-501516
Service Mark	BEVERAGE RETAILING SUMMIT; GLOBAL BEVERAGE PACKAGE DESIGN CONFERENCE

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. STRATEGIC BUSINESS COMMUNICATIONS
2. Name and Address of Receiving Party. MACFADDEN TRADE PUBLISHING, LLC., a Delaware Limited Liability Company, 233 Park Avenue South, New York, NY 10003.
3. Nature of Conveyance: Merger. Execution Date: February 2, 1999.

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: 7/6/99 Anne Marie Proven
Name: ANNE MARIE PROVEN

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02 FC:482 25.00 OP

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. Registration/Application Numbers: 75-501517; 75-501516

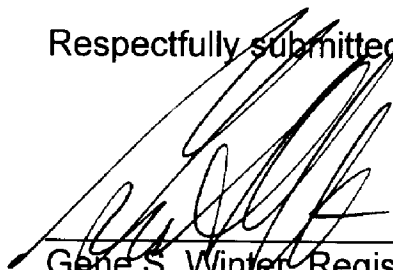
6. Total Number of Applications/Registrations Involved: 2.

7. Total Fee (37 CFR 3.41). \$65.00 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 7. 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

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

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

Witness my hand and seal of the Department of State on

MAR 22 1999



A handwritten signature in black ink, appearing to read "J. Clark", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

S-1266 (5/96)

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CERTIFICATE OF MERGER

OF

STRATEGIC BUSINESS COMMUNICATIONS, LLC,
a New York limited liability company

and

HOWFREY COMMUNICATIONS, LLC,
a New Jersey limited liability company

and

MACFADDEN FOOD SERVICE, LLC,
a New Jersey limited liability company

into

MACFADDEN TRADE PUBLISHING, L.L.C.,
a Delaware limited liability company

(UNDER SECTION 1001 OF THE LIMITED LIABILITY COMPANY LAW OF THE STATE OF NEW YORK)

Macfadden Trade Publishing, L.L.C., a Delaware limited liability company
("Macfadden"), hereby certifies that:

The names and states of formation of the constituent limited liability companies are:

- a. Macfadden Trade Publishing, L.L.C., a Delaware limited liability company ("Macfadden") which was initially formed under the name Trade Publishing, L.L.C. in the State of Delaware on June 13, 1995;
- b. Strategic Business Communications, LLC, a New York limited liability company ("Strategic") whose articles of organization were filed on October 24, 1995;
- c. Howfrey Communications, LLC, a New Jersey limited liability company ("Howfrey") whose articles of organization were filed on January 1, 1996; and is not authorized to do business in New York State;
- d. Macfadden Food Service, LLC, a New Jersey limited liability company ("MFS") whose articles of organization were filed on July 29, 1997; and is not authorized to do business in New York State.

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2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by Macfadden, Strategic, Howfrey and MFS in accordance with the provisions of Section 1003 of the Limited Liability Company Law of the State of New York.

3. The name of the surviving limited liability company is Macfadden Trade Publishing, L.L.C., a limited liability company of the State of Delaware.

4. The effective date and time of the certificate of merger shall be the date of the closing (the "Closing") described in Article 1 of the purchase agreement dated as of February 5, 1999 (the "Purchase Agreement") by and among Peter J. Callahan, Michael J. Boylan, Maynard Rabinowitz, Specialty Media, Inc. and Macfadden Publishing, Inc. as Sellers and Bill Communications, Inc. as Buyer and immediately prior to the Closing, provided, however, that if the closing under the Purchase Agreement does not occur on or before February 5, 1999, then this agreement of merger shall be null and void.

5. The executed agreement of merger is on file at the principal place of business of Macfadden Trade Publishing, L.L.C., 213 Park Avenue South, New York, N.Y. 10003.

6. A copy of the agreement of merger will be furnished by Macfadden Trade Publishing, L.L.C. on request and without cost to any member of Macfadden, Strategic, Howfrey or MFS.

7. Macfadden Trade Publishing, L.L.C., as the surviving limited liability company, agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any obligation or liability of Strategic and for the enforcement of the rights of the members of Strategic to receive payment for their interests against and from Macfadden Trade Publishing, L.L.C. as the surviving limited liability company. Macfadden Trade Publishing, L.L.C. hereby irrevocably appoints the New York Secretary of State as its agent to accept service of process in any such action or special proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is:

James A. Ross, Esq.
VNU-USA, Inc.
1515 Broadway
New York, New York 10036

8. Macfadden Trade Publishing, L.L.C., is a limited liability company organized under the laws of the State of Delaware on June 13, 1995. Macfadden Trade Publishing, L.L.C., has not filed an application to do business as a foreign limited liability company under the laws of the State of New York and it will not do business in New York State until an application for such authority has been filed with the Department of State.
9. Macfadden Trade Publishing, L.L.C., agrees that subject to Section 1005 of Article 11 of the New York Limited Liability Company Law, Macfadden Trade Publishing, L.L.C., will promptly pay to the members of Strategic the amount if any, to which they shall be entitled under the provisions of the New York limited liability company law relating to the right of members to receive payment for their interests.
10. The merger described in this certificate of merger is permitted by the jurisdiction of organization of each of Macfadden Trade Publishing, L.L.C. (Delaware), and Howfroy and MFS ("New Jersey") and is in compliance therewith.

IN WITNESS WHEREOF, Macfadden Trade Publishing, L.L.C. has caused this certificate of merger to be signed by Anna Bianco, under penalty of perjury as its duly authorized officer, on the 1st day of February, 1999.

Macfadden Trade Publishing, L.L.C.

By: _____

Anna Bianco, Manager

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CERTIFICATE OF MERGER

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OF

STRATEGIC BUSINESS COMMUNICATIONS, LLC
AND
HOWFREY COMMUNICATIONS, LLC
MACPADDEN FOOD SERVICE, LLC
INTO

MACPADDEN TRADE PUBLISHING, L.L.C.

Section 1003 of the Limited Liability Company Law

RECEIVED
STEWART STEWART JOHNSON & REANS

MAR 24 1999

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE
FEB 23 1999

MMR

Filer: Sol V. Slotnik, Esq.
39th Floor
295 Madison Avenue
New York, NY 10017
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