

09-10-1999

REGISTRATION FORM COVER SHEET

Docket No.:

DEMARKS ONLY

SELIG - MEDIA MONITORS

Tab settings



To the Holder 101141883

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

1. Name of conveying party(ies):

Audio Syndication Services, Inc. d.b.a. Media Monitors, Inc.

MLO 9-7-99

- Individual(s)
- General Partnership
- Corporation-State Indiana
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: May 1, 1998

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

Name: J.L.S. Management, Inc.

Internal Address: Suite 102

Street Address: 6563 East 82nd Street

City: Indianapolis State: IN ZIP: 46250

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Indiana

Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,296,770

1,581,859

Additional numbers Yes No

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

Name: Jeffrey O. Davidson

Internal Address: Suite 800

Street Address: 111 East Wayne Street

City: Fort Wayne State: IN ZIP: 46802

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

Enclosed Check # 42851

Authorized to be charged to deposit account

8. Deposit account number:

Any additional fees - 02-0385

DO NOT USE THIS SPACE

09/09/1999 NTHRI1 00000291 1296770

FC:481 40.00 DP
FC:482 25.00 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.

Jeffrey O. Davidson

Name of Person Signing

Signature

September 3, 1999

Date

Total number of pages including cover sheet, attachments, and

5 TRADEMARK

ARTICLES OF MERGER
of
AUDIO SYNDICATION SERVICES, INC.,
an Indiana corporation
into
J.L.S. MANAGEMENT, INC.,
an Indiana corporation

In accordance with the requirements of the Indiana Business Corporation Law, the undersigned parent corporation desiring to effect a merger pursuant to Indiana Code 23-1-40-4, sets forth the following facts:

ARTICLE I
Surviving Corporation

The name of the corporation surviving the merger is J.L.S. Management, Inc. (the "**Surviving Corporation**") and such name will not be changed as a result of the merger. The Surviving Corporation is an Indiana corporation incorporated on July 5, 1995.

ARTICLE II
Merging Corporation

The name of the corporation merging into the Surviving Corporation is Audio Syndication Services, Inc. (the "**Merging Corporation**"). The Merging Corporation is an Indiana corporation incorporated on January 5, 1977.

ARTICLE III
Plan of Merger

The Plan of Merger of the Merging Corporation into the Surviving Corporation (the "**Plan of Merger**"), containing such information as is required by Indiana Code 23-1-40-4, is attached hereto as "**Annex A**" and made a part hereof.

ARTICLE IV
Effective Time

The merger shall become effective upon the filing of these Articles of Merger with the office of the Indiana Secretary of State.

ARTICLE V
Manner of Adoption and Vote

Section 1. Action by Surviving Corporation. By action of the Board of Directors of the Surviving Corporation effective May 1, 1998, the Board of Directors of the Surviving Corporation adopted the Plan of Merger. The Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation; therefore, pursuant to Indiana Code 23-1-40-4, approval of the Plan of Merger by the shareholders of the Surviving Corporation is not required.

Section 2. Action by Merging Corporation. The Merging Corporation is a wholly-owned subsidiary of the Surviving Corporation; therefore, pursuant to Indiana Code 23-1-40-4, approval of the Plan of Merger by the Board of Directors or shareholders of the Merging Corporation is not required.

IN WITNESS WHEREOF, the Surviving Corporation has caused these Articles of Merger to be signed by its duly authorized officer effective May 1, 1998.

J.L.S. MANAGEMENT, INC.

By: John L. Selig
Printed: John L. Selig
Its: President

This instrument was prepared by David A. Foster, Attorney at Law, Baker & Daniels, 300 N. Meridian St., Suite 2700, Indianapolis, IN 46204-1782.

ANNEX A

PLAN OF MERGER

This Plan of Merger sets forth the terms of the merger of Audio Syndication Services, Inc., ("ASSI"), an Indiana corporation, into J.L.S. Management, Inc. ("JLS"), an Indiana corporation, pursuant to Indiana Code 23-1-40-4 (the "Merger"). ASSI is a wholly-owned subsidiary of JLS.

1. Names of Corporations. The name of the corporation surviving the Merger is J.L.S. Management, Inc. (the "Surviving Corporation"). The name of the corporation merging into the Surviving Corporation is Audio Syndication Services, Inc. (the "Merging Corporation"). The Surviving Corporation is an Indiana corporation and is the parent of the Merging Corporation. The Merging Corporation is also an Indiana corporation.

2. Effective Time. The Merger shall be effective upon the filing of the Articles of Merger with the Indiana Secretary of State (the "Effective Time").

3. Effects of Merger. At the Effective Time:

(a) the Merging Corporation shall be merged with and into the Surviving Corporation pursuant to Sections 368(a)(1)(A) and 332 of the Internal Revenue Code of 1986, as amended; and the separate corporate existence of the Merging Corporation shall cease;

(b) title to all real estate and other property owned by the Merging Corporation shall be vested in the Surviving Corporation without reversion or impairment;

(c) the Surviving Corporation shall have all of the liabilities of the Merging Corporation, including without limitation the assumption of all obligations under the Merging Corporation's employee benefit plans;

(d) a proceeding pending against the Merging Corporation may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation;

(i)

(e) the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation, until they shall thereafter be duly altered or amended;

(f) the By-Laws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the By-Laws of the Surviving Corporation, until they shall thereafter be duly altered or amended; and

(g) the Merger shall have such other effects as are specified by the Indiana Business Corporation Law.

4. Cancellation of Shares. At the Effective Time, each of the issued and outstanding shares of common stock of the Merging Corporation, by virtue of the Merger and without any action on the part of the holder thereof, shall be extinguished and canceled automatically, without any payment or other distribution in respect thereof.

(ii)