

09-24-1999

HEET
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Docket No.:



Tab settings

MD 9-22-99

To the Honorable Commissioner of

101153784

the attached original documents or copy thereof.

1. Name of conveying party(ies):

LEPS Publishing Company, LLC

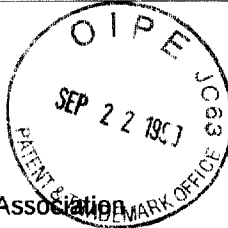
- Individual(s)
- General Partnership
- Corporation-State
- Other limited liability corporation

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

3. Nature of conveyance:

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

Execution Date: 6/11/98



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

Name: Cygnus Publishing, Inc.

Internal Address: _____

Street Address: 445 Broad Hollow Road, Suite 21

City: Melville State: NY ZIP: 11747

- 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 registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,247,018
2,233,287

Additional numbers attached? Yes No

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

Name: Elizabeth Miller Roesel, Esq.

Internal Address: _____

Street Address: CROWELL & MORING LLP

1001 Pennsylvania Avenue, N.W.

City: Washington, D.C. State: _____ ZIP: 20004

6. Total number of applications and registrations involved:.....

2

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3836

DO NOT USE THIS SPACE

09/24/1999 NTHA11 00000007 2247018

01 FC:481 40.00 DP
02 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.

Elizabeth Miller Roesel

Name of Person Signing

Elizabeth M. Roesel

Signature

Sept. 22, 1999

Date

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

4

Office of the Secretary of State

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:

"LEPS PUBLISHING COMPANY, LLC", A NEVADA LIMITED LIABILITY COMPANY,

WITH AND INTO "CYGNUS PUBLISHING, INC." UNDER THE NAME OF "CYGNUS PUBLISHING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JUNE, A.D. 1998, AT 5:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

2139557 8100M

981226898

AUTHENTICATION:

DATE:

9134263

06-12-98

TRADEMARK
REEL: 001963 FRAME: 0794

**CERTIFICATE OF MERGER
OF
LEPS PUBLISHING COMPANY, LLC
(a Nevada limited liability company)
INTO
CYGNUS PUBLISHING, INC.
(a Delaware corporation)**

**(PURSUANT TO SECTION 264 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

Cygnus Publishing, Inc., a Delaware corporation ("Cygnus"), in connection with the merger of LEPS Publishing Company, LLC, a Nevada limited liability company ("LEPS") with and into Cygnus (LEPS and Cygnus are collectively referred to herein as the "Constituent Entities"), hereby certifies that:

(1) The name and state of organization of each of the Constituent Entities are as follows:

<u>Name</u>	<u>State of Organization</u>
LEPS Publishing Company, LLC	Nevada
Cygnus Publishing, Inc.	Delaware

(2) An Agreement and Plan of Merger, dated the date hereof, between the Constituent Entities (the "Agreement of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the provisions of Subsection (c) of Section 264 of the General Corporation Law of the State of Delaware.

(3) The name of the surviving entity is Cygnus Publishing, Inc. (hereafter called the "Surviving Entity").

(4) The certificate of incorporation of Cygnus Publishing, Inc. shall be the certificate of incorporation of the Surviving Entity until further amended or changed as provided by law.

(5) The executed Agreement of Merger is on file at the principal place of business of the Surviving Entity at 3060 Peachtree Road, Suite 220, Atlanta, Georgia 30305.

(6) A copy of the Agreement of Merger will be furnished by the Surviving Entity on request and without cost, to any shareholder or member of any of the Constituent Entities.

(7) The merger of the Constituent Entities and this Certificate of Merger shall be effective as of the date of filing hereof.

IN WITNESS WHEREOF, Cygnus Publishing, Inc. has caused this certificate to be signed the 11th day of June, 1998.

CYGNUS PUBLISHING, INC., a Delaware corporation

By: 
F. Blair Schmidt-Fellner, President