

10-14-1999

FORM COVER SHEET
MARKS ONLY



To the Honorable
Please record

101170396

Trademarks:
copy thereof.

10.12.99

1. Name of conveying party(ies):
a) The Boston Phoenix, Inc.
Street Address: 126 Brookline Avenue
City: Boston
State: MA **Zip:** 02215

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

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

2. Name and address of receiving party(ies):
Name: The Boston Phoenix LLC
Street Address: 126 Brookline Avenue
City: Boston
State: MA **Zip:** 02215

- Individual(s) citizenship _____
- Association
- General Partnership
- Corporation-State
- Other Delaware limited Company

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

3. Nature of conveyance:
- Assignment
 - Merger
 - Security Agreement
 - Change of Name
 - Other

Execution Date: September 29, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

984,527	1,579,610	2,134,505
984,528	1,609,733	

Additional numbers attached? Yes No

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

Name: Suzanne L. Glassburn, Esq.
Nutter, McClennen & Fish, LLP
Street Address: One International Place
City: Boston
State: MA **Zip:** 02110-2699

6. Total number of applications and registrations involved? 5

7. Total fee (37 CFR 3.41) \$140

- Enclosed
- Authorized to be charged to deposit account no. 14-1449

8. Deposit account no. 14-1449 (Attach duplicate copy of this page if paying by deposit account)

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.

Suzanne L. Glassburn
Name of Attorney

Suzanne L. Glassburn
Signature

10/8/99
Date

785053v1

Total number of pages including cover sheet: 3

TRADEMARK
REEL: 001974 FRAME: 0393

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:

"THE BOSTON PHOENIX, INC.", A DELAWARE CORPORATION,
WITH AND INTO "THE BOSTON PHOENIX LLC" UNDER THE NAME OF
"THE BOSTON PHOENIX LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF
SEPTEMBER, A.D. 1999, AT 11 O'CLOCK A.M.

3103589 8100M

991420548



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0010236

10-05-99

TRADEMARK

REEL: 001974 FRAME: 0394

09/29/1999 10:41 1

NUTTER

PAGE 02

**CERTIFICATE OF MERGER
OF
THE BOSTON PHOENIX, INC.
WITH AND INTO
THE BOSTON PHOENIX LLC**

The Boston Phoenix LLC, a limited liability company, organized and existing under the Delaware Limited Liability Company Act (the "Act"), for the purpose of merging with other entities hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the constituent entities are:

The Boston Phoenix, Inc., a Delaware corporation
The Boston Phoenix LLC, a Delaware limited liability company

2. An Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

3. The surviving entity in the merger is The Boston Phoenix LLC (the "Surviving Company").

4. The effective date of the merger is October 3, 1999.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Company. The address of the principal place of business of the Surviving Company is 126 Brookline Avenue, Boston, Massachusetts 02215.

6. The Surviving Company will furnish a copy of the Merger Agreement on request and without cost to any stockholder of the constituent corporation or any member of the constituent limited liability company.

29th IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the day of September, 1999, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the Surviving Company.

THE BOSTON PHOENIX LLC

By: 
H. Barry Morris, President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 09/29/1999
991609573 - 3103589

77024.1

RECORDED: 10/12/1999

TRADEMARK
REEL: 001974 FRAME: 0395