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12-16-1999



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

12-03-1999

J.S. Patent & TMO's/TM Mail Rpt Dt. #61

101224982

To the Honorable Commissioner of Patents and Trademarks. Please return enclosed original documents or copy thereof.

1. Name of conveying party(ies):

ANM Acquisition Corp.

MKD
12.3.99

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

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

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

Name: All Night Media, Inc.

Internal Address:

Street Address: 1649 International Court

City: Norcross State: GA ZIP: 30093

- 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

3. Nature of conveyance:

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

Execution Date: January 22, 1999

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

A. Trademark Application No.(s)

75/390443 for
"SAY IT WITH STAMPS"

B. Trademark registration No.(s)

See Attached Schedule A

Additional numbers attached? Yes No

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

Name: Dan R. Musick

Internal Address: General Counsel

All Night Media, Inc.

Street Address: 1649 International Court

City: Norcross State: GA ZIP: 30093

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 3.41): \$ 315.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

12/17/1999 TTON11 00000081 1771415

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
275.00 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.

Dan R. Musick

Name of Person Signing

Signature

1/19/99

Date

Total number of pages comprising cover sheet

TRADEMARK

REEL: 001999 FRAME: 0238

TRADEMARK ASSIGNMENT

SCHEDULE A

U.S. Trademark Registrations

<u>Trademark</u>	<u>Registration Number</u>
`ALL NIGHT MEDIA	1771415
`ALPHABEASTS	1411302
`GREEN STAMPS	1779643
`NUMBIRDS	1411303
`READY-SET-STAMP!	1846697
`ROLL-AROUNDS	1788119
`STAMP ATTACK	2185805
`STAMP CRAFT	1909283
`STAMP DABBER	1849870
`STAMP OUT	1267126
`STAMP-A-STORY	1743119

State of Delaware
Office of the Secretary of State PAGE 1

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 AMENDMENT OF "ANM ACQUISITION CORP.", CHANGING ITS NAME FROM "ANM ACQUISITION CORP." TO "ALL NIGHT MEDIA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JANUARY, A.D. 1999, AT 3:45 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

2956675 8100

991029769

AUTHENTICATION: 9539885

DATE: 01-25-99

TRADEMARK
REEL: 001999 FRAME: 0240

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ANM ACQUISITION CORP.

ANM ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Directors of said corporation, by written consent, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of ANM ACQUISITION CORP. be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

"The name of the corporation is All Night Media, Inc."

SECOND: That in lieu of a meeting and vote of stockholder, the stockholders have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

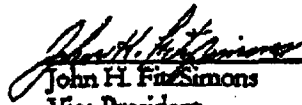
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: This Certificate of Amendment of Certificate of Incorporation shall become effective upon the filing hereof, with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by John H. FitzSimons, its Vice President, and attested by Moira F. Stiller, its Assistant Secretary, this 22nd day of January, 1999.


ANM ACQUISITION CORP.

By:


John H. FitzSimons
Vice President

ATTEST:

By:


Moira F. Stiller
Assistant Secretary