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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

NFO Research, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: October 10, 1997

2. Name and address of receiving party(ies)

Name: NFO Worldwide, Inc.

Internal Address: _____

Street Address: Two Pickwick Plaza

City: Greenwich State: CT. ZIP: 06830

- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,780,506
1,306,308

Additional numbers attached? Yes No

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

Name: Richard D. Emch, Esq.

Internal Address: Emch, Schaffer, Schaub
& Porcello Co., L.P.A.

Street Address: P. O. Box 916

City: Toledo State: Ohio, ZIP 43697-0916

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 for any deficiency

8. Deposit account number:

15-0825

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

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DO NOT USE THIS SPACE

FC:481
FC:482

40.00 DP
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.

Richard D. Emch
Name of Person Signing

Signature

29 NOV 99
Date

7

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 001999 FRAME: 0381

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NFO WORLDWIDE, INC.

WITH AND INTO

NFO RESEARCH, INC.

COPY

Pursuant to Section 253 of
the General Corporation Law
of the State of Delaware

NFO RESEARCH, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), desiring to merge (the "Merger") its wholly-owned subsidiary, **NFO WORLDWIDE, INC.**, a corporation organized and existing under the laws of the State of Delaware ("NFO Worldwide"), with and into the Corporation, **DOES HEREBY CERTIFY** as follows:

FIRST: That the Corporation was incorporated under the laws of the State of Delaware on September 17, 1991.

SECOND: That the Corporation owns all of the issued and outstanding shares of common stock (the only outstanding class of stock) of NFO Worldwide, which was incorporated under the laws of the State of Delaware on September 26, 1997.

THIRD: That the Board of Directors of the Corporation, in accordance with Section 253 of the General Corporation Law of the State of Delaware, by

unanimous written consent of its directors dated September 29, 1997 adopted the following resolutions, which have not been modified or rescinded and are in full force and effect on the date hereof, authorizing such merger upon the terms and conditions set forth therein:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), NFO Worldwide, Inc. ("NFO Worldwide") be merged (the "Merger") with and into NFO Research, Inc. (the "Corporation") on the following terms and conditions:

- (i) The effective time of the Merger (the "Effective Time") shall be the time of filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;
- (ii) At the Effective Time and in accordance with applicable law, NFO Worldwide shall be merged with and into the Corporation, with the Corporation being the surviving corporation of the Merger (the "Surviving Corporation"). At the Effective Time, the separate existence of NFO Worldwide shall cease and the other effects of the Merger shall be as set forth in the DGCL (including, without limitation, Sections 259, 260 and 261 thereof);
- (iii) Except as provided in paragraph (vi) below, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, until thereafter altered, amended or repealed as provided therein and in accordance with applicable law;
- (iv) The By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the By-laws of the Surviving Corporation, until thereafter altered, amended or repealed as provided therein and in accordance with applicable law;
- (v) The officers and directors of the Corporation at the Effective Time shall continue to be the officers and directors of the Surviving Corporation and shall serve until their respective successors are duly elected or appointed and qualify or their earlier resignation or removal;
- (vi) At the Effective Time, the name of the Surviving Corporation shall be NFO Worldwide, Inc.;

(vii) The President or any Vice President of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary of the Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger, and the President or any Vice President shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware; and

(ix) The President, any Vice President and Secretary of the Corporation are hereby authorized and empowered, acting in the name and on behalf of the Corporation, to execute and deliver such other instruments and documents and to take such other actions which they, or any one of them, deem necessary or appropriate to carry out the intent of these resolutions, the due execution and delivery by them of any such instrument or document and the taking by them of any such action to be conclusive evidence of their approval and authority pursuant to this resolution.

FOURTH: That the name of the Surviving Corporation shall be

NFO Worldwide, Inc.

FIFTH: That at the Effective Time, the Certificate of

Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, as amended to change the name of the Surviving Corporation to "NFO Worldwide, Inc.", until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

SIXTH: That the aforesaid resolution of Merger was duly adopted

in accordance with the applicable provisions of Section 253 of the General Corporation Law of the State of Delaware.

SEVENTH: That the Merger shall become effective upon the filing of

this certificate with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the duly authorized officers
of the Corporation, have caused this Certificate of Ownership and Merger to be
signed and attested to this 10th day of October, 1997.

NFO RESEARCH, INC

By: 

Name: William E. Lipner
Title: Chairman, President and
Chief Executive Officer

ATTEST:

By: 

Name: Patrick G. Healy
Title: Executive Vice President-Finance
and Chief Financial Officer

Doc# D94:162689.1 24-101

RECORDED: 11/29/1999

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