

02-03-2000

U.S. Department of Commerce
Patent and Trademark Office

REC



1-10-99

101257221

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

1. Name of conveying party(ies):

Name: Western Empire Publications, Inc.

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

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

2. Name and Address of receiving party(ies)

Name: McMullen Argus Publishing, Inc.
Address: 2400 E. Katella, 11th Floor
Anaheim, California 92806

RECEIVED
JAN 10 PM 2:07
OPR/FINANCE

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 12, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,175,411 1,234,543 1,415,813 1,324,485
1,640,435 1,976,793 1,637,556 2,207,768

Additional numbers attached? Yes No

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

Deborah K. Squiers
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41)..... \$ 215.00

Enclosed

Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

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

02/02/2000 DNGUYEN 00000269 2175411

01 FC:481
02 FC:482

(40.00 OP
175.00 OP)

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.

Deborah K. Squiers
Deborah K. Squiers, Esq.

Signature

1/5/00

Date

Total number of pages including cover sheet, attachments, and document: 6

Mail to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

AGREEMENT OF MERGER

This Agreement of Merger is entered into between McMullen Argus Publishing, Inc., a California corporation (herein "Surviving Corporation") and Western Empire Publications, Inc., a Delaware corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

MCMULLEN ARGUS PUBLISHING, INC.

By: Michaelanne C. Discepolo
Michaelanne Discepolo, Vice President

By: BCCM
Beverly C. Chell, Secretary

WESTERN EMPIRE PUBLICATIONS, INC

By: Michaelanne C. Discepolo
Michaelanne Discepolo, Vice President

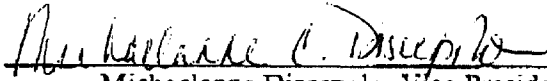
By: BCCM
Beverly C. Chell, Secretary

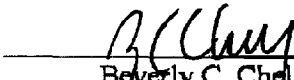
OFFICER'S CERTIFICATE

We, Michaelanne Discepolo and Beverly C. Chell certify that:

1. We are the Vice President and Secretary of McMullen Argus Publishing, Inc., a corporation duly organized and existing under the laws of the state of California.
2. The merger agreement was entitled to be and was approved by the board of directors alone without the approval of the shareholders under the provisions of Section 1201 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.


Michaelanne Discepolo, Vice President


Beverly C. Chell, Secretary

OFFICER'S CERTIFICATE

Michaelanne Discepolo and Beverly C. Chell certify that:

1. They are the Vice President and Secretary, respectively, of Western Empire Publications, Inc., a Delaware corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: January 12, 1998

By: Michaelanne C. Discepolo
Michaelanne Discepolo, Vice President

By: B. C. Chell
Beverly C. Chell, Secretary

AUJZUUBB

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

JAN 15 1999

CERTIFICATE OF OWNERSHIP

BILL JONES, Secretary of State

We, Michaelanne Discepolo and Beverly C. Chell certify that:

1. We are the Vice President and Secretary respectively, of McMullen Argus Publishing, Inc., the parent corporation.
2. This corporation is duly organized and existing under the laws of the state of California.
3. This corporation owns 100% percent of the shares of Western Empire Publications, Inc., a corporation duly organized and existing under the laws of the state of Delaware.
4. The following resolution was duly adopted and approved by the board of directors of this corporation:

RESOLVED, that it be in the best interest of the shareholders to merge Western Empire Publications, Inc. into McMullen Argus Publishing, Inc. who will assume all its obligations pursuant to Section 1110, California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

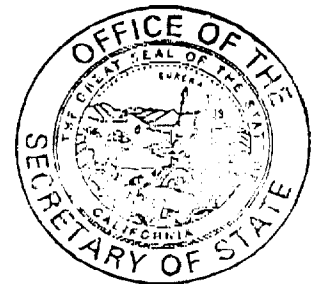
DATE: January 12, 1998

Michaelanne C. Discepolo ²⁰

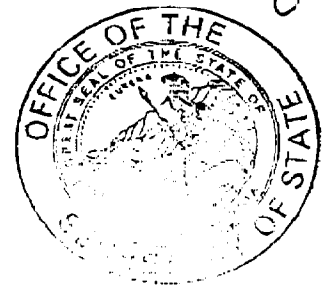
 Michaelanne Discepolo, Vice President

B. C. Chell

 Beverly C. Chell, Secretary



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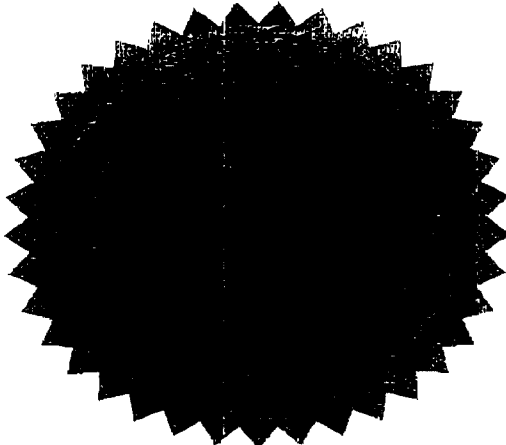
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB - 2 1999



Bill Jones

Secretary of State