

02-10-2000



101264866

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

MND
1-10-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership Corporation Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

02/10/2000 DNGUYEN 00000010 1767631

FOR OFFICE USE ONLY

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40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

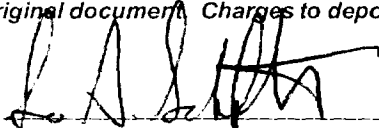
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

SCOTT A. SCHLEIFSTEIN
Name of Person Signing


Signature

1/5/2000
Date Signed

ARTICLES OF MERGER
OF
SIMON MARKETING, INC.
AND
SMI MERGER, INC.

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(a) Simon Marketing, Inc., a corporation organized under the laws of the State of Nevada; and

(b) SMI Merger, Inc., a corporation organized under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities, and such Agreement and Plan of Merger has been approved by unanimous written consent of the shareholders of each such entity, in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware and Section 92A.190 of the Nevada Revised Statutes.

3. The name of the surviving corporation in the merger herein certified is SMI Merger, Inc., which will continue its existence as a Delaware corporation under the name "Simon Marketing, Inc."

4. The Certificate of Incorporation of SMI Merger, Inc., as now in force and effect, shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall be amended by amending Article First in its entirety as follows: "The name of the corporation is Simon Marketing, Inc. (the 'Corporation')."

5. The executed Agreement and Plan of Merger between the corporations is on file at the following place of business of the surviving corporation, the address of which is as follows:

Simon Marketing, Inc.
1900 Avenue of the Stars
4th Floor, Suite 400
Los Angeles, CA 90067

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

7. The authorized capital stock of Simon Marketing, Inc., a Nevada corporation, at the time of merger consists of 500,000 shares of common stock, of which 166,500 shares of common stock are issued and outstanding.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 4th day of June, 1997, and are being filed in accordance with the General Corporation Law of the State of Delaware and the Nevada Revised Statutes.

SIMON MARKETING, INC.

Attest:

By _____
Name: Allan I. Brown
Title: President & Chief Executive Officer

Name:
Title: Secretary

SMI MERGER, INC.

By *Patrick D. Brady*
Name: Patrick D. Brady
Title: President

Cameron Read
Name: Cameron Read
Title: Assistant Secretary

{341400}

ACKNOWLEDGMENT

(State/Country) MASSACHUSETTS / U.S.A.

(County) Essex, TO WIT:

The foregoing instrument was acknowledged before me this 4th day of JUNE, 1997, by Patrick D. Brady, President of SMI Merger, Inc., a Delaware corporation, on behalf of said corporation.

Given under my hand this 4th day of JUNE, 1997.

(Notary Seal)

Notary Public (Print Name):
My commission expires:

Patricia J. Landgren
NOTARY PUBLIC
My commission expires: Nov. 1, 2001

ACKNOWLEDGMENT

(State/Country) MASSACHUSETTS / U.S.A.

(County) Essex, TO WIT:

The foregoing instrument was acknowledged before me this 4th day of JUNE, 1997, by Cameron Read, Assistant Secretary of SMI Merger, Inc., a Delaware corporation, on behalf of said corporation.

Given under my hand this 4th day of JUNE, 1997.

(Notary Seal)

Notary Public (Print Name):
My commission expires:

Patricia J. Landgren
NOTARY PUBLIC
My commission expires: Nov. 1, 2001

NOT. 341400.1

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 23rd day of May, 1997, and are being filed in accordance with the General Corporation Law of the State of Delaware and the Nevada Revised Statutes.

SIMON MARKETING, INC.

Attest:


Name: Eric Stanton
Title: Secretary

By _____
Name: Allan I. Brown
Title: President & Chief Executive Officer

SMI MERGER, INC.

Name: Cameron Read
Title: Assistant Secretary

By _____
Name: Patrick D. Brady
Title: President

[341400]

MAY 22 '97 11:48AM CHS 2

P. 12/14

ACKNOWLEDGMENT

(State/Country) _____

(County) _____, TO WIT:

The foregoing instrument was acknowledged before me this ___ day of May, 1997, by Allan I. Brown, President & Chief Executive Officer of Simon Marketing Inc., a Nevada corporation, on behalf of said corporation.

Given under my hand this ___ day of May, 1997.

(Notary Seal)

Notary Public (Print Name):
My commission expires:

ACKNOWLEDGMENT

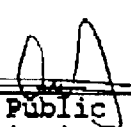
(State/Country) HONG KONG

(County) _____, TO WIT:

The foregoing instrument was acknowledged before me this 23rd day of May, 1997, by MR. ERIC STANTON, Secretary of Simon Marketing Inc., a Nevada corporation, on behalf of said corporation.

Given under my hand this 23rd day of May, 1997.

(Notary Seal)



Notary Public (Print Name):
My commission expires: 23rd

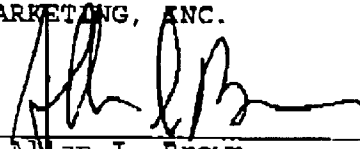
GEOFFREY NIGEL BOOTH
Notary Public
8th Floor, Rutanjee House
11 Duddell Street, Central
Hong Kong

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of the 3rd day of June, 1997, and are being filed in accordance with the General Corporation Law of the State of Delaware and the Nevada Revised Statutes.

SIMON MARKETING, INC.

Attest:

By



Name: Allan I. Brown
Title: President & Chief Executive Officer

Name:
Title: Secretary

SMI MERGER, INC.

By

Name: Patrick D. Brady
Title: President

Name: Cameron Read
Title: Assistant Secretary

{341400}

ACKNOWLEDGMENT

(State/Country) STATE OF CALIFORNIA

(County) COUNTY OF LOS ANGELES TO WIT:

The foregoing instrument was acknowledged before me this 30 day of June, 1997, by Allan I. Brown, President & Chief Executive Officer of Simon Marketing Inc., a Nevada corporation, on behalf of said corporation.

Given under my hand this 30 day of June, 1997.

(Notary Seal)



Marylou H. Gurney
Notary Public (Print Name):
My commission expires: 02/28/2001

ACKNOWLEDGMENT

(State/Country) _____

(County) _____, TO WIT:

The foregoing instrument was acknowledged before me this _____ day of June, 1997, by _____, Secretary of Simon Marketing Inc., a Nevada corporation, on behalf of said corporation.

Given under my hand this _____ day of June, 1997.

(Notary Seal)

Notary Public (Print Name):
My commission expires:

CERTIFICATE OF MERGER

OF

SIMON MARKETING, INC.

AND

SMI MERGER, INC.

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (a) Simon Marketing, Inc., a corporation organized under the laws of the State of Nevada; and
 - (b) SMI Merger, Inc., a corporation organized under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent business entities in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware and Section 92A.190 of the Nevada Revised Statutes.
3. The name of the surviving corporation in the merger herein certified is SMI Merger, Inc., which will continue its existence as a Delaware corporation under the name "Simon Marketing, Inc."
4. The Certificate of Incorporation of SMI Merger, Inc., as now in force and effect, shall be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall be amended by amending Article First in its entirety as follows: "The name of the corporation is Simon Marketing, Inc. (the 'Corporation')."
5. The executed Agreement and Plan of Merger between the corporations is on file at the following place of business of the surviving corporation, the address of which is as follows:

Simon Marketing, Inc.
1900 Avenue of the Stars
4th Floor, Suite 400
Los Angeles, CA 90067
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.
7. The authorized capital stock of Simon Marketing, Inc., a Nevada corporation, at the time of merger consists of 500,000 shares of common stock, of which 166,500 shares of common stock are issued and outstanding.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 9th day of June, 1997, and is being filed in accordance with the General Corporation Law of the State of Delaware and the Nevada Revised Statutes.

SMI MERGER, INC.

By

[Handwritten Signature]
Name: Patrick D. Brady
Title: President

[Handwritten Signature]

Name: Cameron Read
Title: Assistant Secretary

[341106]