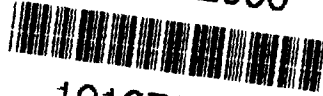


02-18-2000

REC

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02/18/00



101270376

To the Honorable Commissioner of Patents and Trademarks

inal documents or copy thereof.

1. Name of conveying party(ies):
Beachhead, Inc.

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

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

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

Name: F & W Publications, Inc.

Address: 1507 Dana Avenue
Cincinnati, Ohio 45207

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation (State - Ohio)
- 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: Effective 11/29/99

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 1854601 "International Design", 1792532 "Annual Design Review" and 1675861 "ID"

Additional numbers attached? Yes No

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

Hayley M. Smith
Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)..... \$ 90.00

- Enclosed
- Any deficiency is authorized to be charged to Deposit Account No. 111098

8. Deposit Account No.

(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.

David MacDonald
Name of Person Signing

Signature

1-19-00
Date

Total number of pages including cover sheet, attachments, and document: 9

1/16/2000 TTDW11 00000236 1854601

FC:481
FC:482

40.00
50.00

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENT
WASHINGTON D.C. 20231

TRADEMARK
REEL: 002022 FRAME: 0753

DATE DOCUMENT NO DESCRIPTION
12/ 1/1999 199933400665 MER MERGER/DOMESTIC

FILING	EXPED	PENALTY	CERT	COPY
50.00	10.00	0.00	0.00	0.00
TOTAL	50.00	10.00	0.00	0.00

Return To:
DINSMORE & SHOHL
ATTN M FETTMAN
175 S THIRD ST 10TH FL
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

156599

It is hereby certified that the Secretary of State of Ohio has custody of the business records for F & W PUBLICATIONS, INC. and that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
199933400665

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 29th day of
November, A.D. 1999



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State

TRADEMARK
REEL: 002022 FRAME: 0754



Prescribed by J. Kenneth Blackwell

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please

Expedite this form
 Yes

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

F & W Publications, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) for-profit corporation, charter number 156599
- Domestic (Ohio) non-profit corporation, charter number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) limited liability company, with registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- Domestic (Ohio) limited partnership, with registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio. _____
- Domestic (Ohio) partnership having limited liability, with the registration number _____

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J. Kenneth Blackwell
Secretary of State

Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

II. Merging Entities

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
F & W Publications, Inc. #156599	Ohio	Corporation
Beachhead, Inc.	Delaware	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Richard Rosenthal	1507 Dana Avenue	
(name)	(street and number)	
Cincinnati	Ohio	45207
(city, village or township)	(state)	(zip code)

IV. Effective Date of Merger

This merger is to be effective on: _____ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

_____	_____
(name)	(street and number)
_____, Ohio	_____
(city, village or township)	(zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.

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J. KENNETH BLACKWELL
SECRETARY OF STATE

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VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

VIII. Amendments

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A" (Please note, if there will be no change please state "no change")

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

_____ (name) _____ (street and number)
 _____, Ohio _____
 _____ (city, village or township) _____ (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

a. The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

b. The name(s) of any Trade Name(s) under which the corporation will conduct business:

c. The location of the main office (non-Ohio) shall be:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

d. The principal office location in the state of Ohio shall be:

_____ (street address)

_____ (city, township, or village) _____ (county) _____ (state) _____ (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

e. The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

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J. KELLY
SECRETARY

TRADEMARK

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J. Kenneth Blackwell
Secretary of State

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

a. The name of the limited liability company in its state of organization/registration is _____

b. The name under which the limited liability company desires to transact business in Ohio is _____

c. The limited liability company was organized or registered on _____
under the laws of the state/country of _____

d. The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

a. The name of the limited partnership is _____

b. The limited partnership was formed on _____

c. The address of the office of the limited partnership in its state/country of organization is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

d. The limited partnership's principal office address is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

e. The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

a. The name of the partnership shall be _____

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J. KENNETH BLACKWELL
SECRETARY OF STATE

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J. Kenneth Blackwell

Secretary of State

b. Please complete the following appropriate section (either item b1 or b2):

1. The address of the partnership's principal office in Ohio is:

(street name and number)
_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

2. The address of the partnership's principal office (Non-Ohio):

(street address)

(city, township, or village) (state) (zip code)

c. The name and address of a statutory agent for service of process in Ohio is as follows:

(name) (street and number)
_____, Ohio _____
(city, village or township) (zip code)

d. Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

e. The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

F & W Publications, Inc.

Exact name of entity

By: Richard Rosenthal
Its: Richard Rosenthal, President
Date: 11/29/99

Beachhead, Inc.

Exact name of entity

By: Richard Rosenthal
Its: Richard Rosenthal, President
Date: 11/29/99

Exact name of entity

By: _____
Its: _____
Date: _____

Exact name of entity

By: _____
Its: _____
Date: _____

Exact name of entity

By: _____
Its: _____
Date: _____

Exact name of entity

By: _____
Its: _____
Date: _____

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J. KENNETH BLACKWELL
SECRETARY OF STATE

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REEL: 002022 FRAME: 0759

J. Kenneth Blackwell
Secretary of State

Exact name of entity

By: _____
Its: _____
Date: _____

Exact name of entity

By: _____
Its: _____
Date: _____

Exact name of entity

By: _____
Its: _____
Date: _____

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J. KENNETH BLACKWELL
SECRETARY OF STATE

RECORDED: 01/19/2000

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