

05-15-2000



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OPR/FINANCE

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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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  
03 22 00
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name GRIZZARD ADVERTISING INCORPORATED

03 22 00

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization TEXAS

Receiving Party

Mark if additional names of receiving parties attached

Name GRIZZARD COMMUNICATIONS GROUP, INC.

DBA/AKATA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 333 SEVENTH AVENUE

Address (line 2) \_\_\_\_\_

Address (line 3) NEW YORK

NY

10001-5004

- Individual  General Partnership  Limited Partnership

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization DELAWARE

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.)

FOR OFFICE USE ONLY

05/12/2000 JSNDQZZ 00000349 75005644

01 FC:441  
02 FC:482

40.00 OP

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

TRADEMARK  
REEL: 002070 FRAME: 0694

**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)

<input type="text" value="75/805644"/>	<input type="text" value="75/805645"/>	<input type="text" value="75/805646"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/805647"/>	<input type="text" value="75/805648"/>	<input type="text" value="75/805649"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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

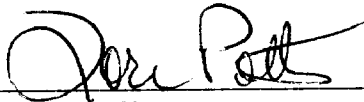
No

**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.

LORI POTTS

Name of Person Signing



Signature

04/19/00

Date Signed

State of Delaware

PAGE 1

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"GRIZZARD ADVERTISING INCORPORATED", A TEXAS CORPORATION, WITH AND INTO "GCG MERGER CORP." UNDER THE NAME OF "GRIZZARD COMMUNICATIONS GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MARCH, A.D. 2000, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0331046

DATE: 03-22-00

TRADEMARK  
REEL: 002070 FRAME: 0696

**CERTIFICATE OF MERGER  
OF  
GRIZZARD ADVERTISING INCORPORATED  
(a Texas corporation)  
WITH AND INTO  
GCG MERGER CORP.  
(a Delaware corporation)**

\*\*\*\*\*

The undersigned corporation

DOES HEREBY CERTIFY:

**FIRST:** That the name and state of incorporation of each of the constituent corporations that are a party to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Grizzard Advertising Incorporated	Texas
GCG Merger Corp.	Delaware

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

**THIRD:** That the name of the surviving corporation is GCG Merger Corp.

**FOURTH:** That the Certificate of Incorporation of GCG Merger Corp., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation. In connection with the merger, the Certificate of Incorporation of GCG Merger Corp. will be amended as follows:

"Article First of the Certificate of Incorporation is deleted in its entirety and a new Article First is substituted in its place to read as follows:

**FIRST.** The name of the Corporation is GRIZZARD COMMUNICATIONS GROUP, INC. (the "Corporation")."

**FIFTH:** That the executed Agreement and Plan of Merger is on file at 333 Seventh Avenue, New York, New York 10001-5004, the principal place of business of the surviving corporation.

**SIXTH:** That 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 any constituent corporation.


**SEVENTH:** That the authorized capital stock of the foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Grizzard Advertising Incorporated	Common Stock	1,000,000	\$1.00

[Signature on following page]

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Merger this 22<sup>nd</sup> day of March, 2000.

**GCG Merger Corp.**

By:   
Name: J. Jeremy Barbera  
Title: President