

RECORDATION FORM COVER SHEET
05-19-2000



101362363

Tab settings

To the Honorable Commissioner of F

attached original documents or copy thereof.

1. Name of conveying party(ies): S.O.O.O
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: September 26, 1997

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)

Reg. 701,128 and 29 others
(See attached list)

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

05/18/2000 DNGUYEN 0000018/ 701128

6. Total number of applications and registrations involved: 30

7. Total fee (37 CFR 3.41).....\$ 765.00

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)

01 FC:481
02 FC:482

40.00 OP
725.00 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.

Richard D. Emch
Name of Person Signing

[Signature]
Signature

May 2, 2000
Date

Total number of pages including cover sheet, attachments, and document: 10

| <u>MARK</u> | <u>REG. NO.</u> | <u>REG. DATE</u> |
|----------------------------------|-----------------|-------------------|
| MULTI-CARD SURVEY | 701,128 | July 12, 1960 |
| TRAC | 849,982 | May 28, 1968 |
| SIP (Stylized) | 1,197,364 | June 8, 1982 |
| MC2 (Stylized) | 1,224,489 | January 18, 1983 |
| CARS | 1,376,231 | December 17, 1985 |
| PATIENT SEARCHLIGHT | 1,378,387 | January 14, 1986 |
| SIP SHARE OF INTAKE PANEL | 1,406,070 | August 19, 1986 |
| SCREEN-TEST | 1,461,294 | October 13, 1987 |
| ASK A QUESTION | 1,543,833 | June 13, 1989 |
| OUR FAMILY'S OPINION | 1,579,377 | January 23, 1990 |
| NUESTRA FAMILIA OPINA | 1,579,378 | January 23, 1990 |
| NFO TRAVELS AMERICA | 1,621,567 | November 6, 1990 |
| AIM | 1,754,152 | February 23, 1993 |
| NYPM RATINGS | 1,764,812 | April 13, 1993 |
| ACTIVE INTERMEDIA MEASUREMENT | 1,807,865 | November 30, 1993 |
| NYPM | 1,812,344 | December 21, 1993 |
| MICROBIOTRAK (Stylized) | 1,900,590 | June 20, 1995 |
| NFO HEALTHMED | 1,926,958 | October 17, 1995 |
| THE SIP SMARTSYSTEM | 1,935,901 | November 14, 1995 |
| SURVEILLANCE SUPPORT | 1,966,611 | April 9, 1996 |

| | | |
|--|-----------|--------------------|
| THE SIP SMARTSYSTEM | 1,975,182 | May 21, 1996 |
| VOLUMETRIC CONCEPT SCREENING BY MAIL | 1,982,158 | June 25, 1996 |
| NFO and Design | 1,985,857 | July 9, 1996 |
| NFO INTERACTIVE | 1,997,280 | August 27, 1996 |
| NFO SMARTSYSTEM | 2,001,751 | September 17, 1996 |
| TARGETED PRINT TESTING | 2,109,548 | October 28, 1997 |
| TARGETED COPY TESTING | 2,109,549 | October 28, 1997 |
| THE NFO PANEL - AMERICA'S LARGEST CONSUMER BEHAVIOR LABORATORY | 2,118,207 | December 2, 1997 |
| NFO//NET.GAUGE | 2,173,729 | July 14, 1998 |
| NFO//NET.SOURCE | 2,179,295 | August 4, 1998 |

TRADEMARK

REEL: 002075 FRAME: 0562

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

BOX ASSIGNMENT - FEE
Commissioner of Patent and Trademarks
Washington, D. C. 20231

MERGER AND CHANGE OF NAME

Sir:

NFO Research, Inc., a corporation of Delaware, is the owner of the following U.S. trademark

registrations:

| <u>MARK</u> | <u>REG. NO.</u> | <u>REG. DATE</u> |
|------------------------------|------------------------|-------------------------|
| MULTI-CARD SURVEY | 701,128 | July 12, 1960 |
| TRAC | 849,982 | May 28, 1968 |
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Attached is a Certificate of Ownership and Merger from the Delaware Secretary of

State, dated October 10, 1997.

As indicated in the attached Certificate, on September 26, 1997, NFO Research, Inc. and NFO Worldwide, Inc. were merged with the surviving corporation being NFO Worldwide, Inc.

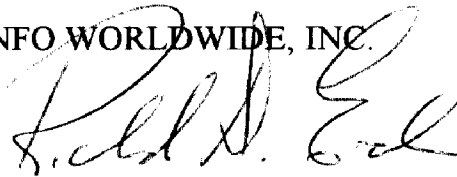
Please record and index against each of the above-identified registrations the change in record owner to **NFO Worldwide, Inc., a corporation of Delaware.**

The corporate address of NFO Worldwide, Inc., a corporation of Delaware, is Two Pickwick Plaza, Greenwich, Connecticut 06830.

We are enclosing a check in the amount of \$765.00. If there is an additional fee or overpayment involved, please charge or credit such fee to Deposit Account No. 15-0825.

Respectfully submitted,

NFO WORLDWIDE, INC.



Richard D. Emch
Attorney for Registrant

Emch, Schaffer, Schaub
& Porcello Co., L.P.A.
P. O. Box 916
Toledo, Ohio 43697-0916
(419) 243-1294
RDE:DM

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# D34:162689.1 24-101

RECORDED: 05/05/2000

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