

09-13-2000

U.S. Department of Commerce
Patent and Trademark Office

MRD 8/9/00

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101454838

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

1. Name of conveying party(ies):

Name: Memphis Apartment Guide, 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: Haas Publishing Companies, Inc.

Address: 3119 Campus Drive
Norcross, Georgia 30071-1402

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 20, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,859,442

Additional numbers attached? Yes No

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

David Sternbach
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

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)

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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 Sternbach

Signature

Date

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

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HAAS PUBLISHING COMPANIES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTEENTH DAY OF AUGUST, A.D. 1989, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "HPCI ACQUISITION CORPORATION" TO "HAAS PUBLISHING COMPANIES, INC.", FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 1989, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF MAY, A.D. 1994, AT 2 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE NINETEENTH DAY OF OCTOBER, A.D. 1994, AT 12 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, AT 12 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF JANUARY, A.D. 2000, AT 4 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF JANUARY, A.D.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2204908 8100H

001036934

AUTHENTICATION: 0215428

DATE: 01-24-00

TRADEMARK
REEL: 002133 FRAME: 0475

Office of the Secretary of State

2000, AT 4:01 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF JANUARY, A.D.

2000, AT 4:02 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF JANUARY, A.D.

2000, AT 4:03 O'CLOCK P.M.



2204908 8100H

001036934

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0215428

DATE: 01-24-00

TRADEMARK
REEL: 002133 FRAME: 0476

CERTIFICATE OF MERGER
OF
GUINN COMMUNICATIONS, INC.
AND
THE MEMPHIS APARTMENT GUIDE, INC.
INTO
HAAS PUBLISHING COMPANIES, INC.

The undersigned corporation, Haas Publishing Companies, Inc., DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Guinn Communications, Inc. .	Tennessee
The Memphis Apartment Guide, Inc.	Tennessee
Haas Publishing Companies, Inc.	Delaware

SECOND: That an Agreement 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 General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Haas Publishing Companies, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Haas Publishing Companies, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation, until thereafter changed or amended as provided therein or by applicable law.

FIFTH: That the executed Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 745 Fifth Avenue, 23rd Floor, New York, NY 10151.

SIXTH: That a copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall become effective upon its filing with the Secretary of State of Delaware.

EIGHTH: The authorized capital stocks of the foreign corporations which are parties to the merger are as follows:

Guinn Communications, Inc..	1,000 authorized	\$.01 par value
The Memphis Apartment Guide, Inc.	1,000 authorized	\$.01 par value

This Certificate of Merger has been executed on this 20th day of December, 1999.

HAAS PUBLISHING COMPANIES, INC.
a Delaware Corporation

By: Michaelanne C. Discepola
Michaelanne Discepola, Vice President