

09-13-2000

U.S. Department of Commerce
Patent and Trademark Office

RE



101454839

MRD 8/9/00

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

1. Name of conveying party(ies):

Name: Maddux Publishing, 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: 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)

1,435,117

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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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

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on January 12, 2000, for HAAS PUBLISHING COMPANIES, INC., the surviving Delaware entity, as shown by the records of this office.

The document number of this corporation is P25641.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirteenth day of January, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

TRADEMARK

REEL: 002133 FRAME: 0483

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Haas Publishing Companies, Inc.

Jurisdiction

Delaware

Second: The name and jurisdiction of each merging corporation is:

Name

Maddux Publishing, Inc.

Jurisdiction

Florida

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00 JAN 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 20, 1999 _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
December 20, 1999 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

Second: The name and jurisdiction of each **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance

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with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Haas Publishing Companies, Inc.	Delaware
_____	_____

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
Maddux Publishing, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

The outstanding shares of Maddux Publishing, Inc. shall be canceled and no shares of Haas Publishing Companies, Inc. shall be issued in exchange therefore.

The outstanding shares of Haas Publishing Companies, Inc. shall remain outstanding and are not affect by the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

The Plan of Merger for Maddux Publishing, Inc. into Haas Publishing Companies, Inc., is as follows:

- (i) Maddux Publishing, Inc., shall be merged into Haas Publishing Companies, Inc.
- (ii) The outstanding shares of Maddux Publishing, Inc. shall be canceled and no shares of Haas Publishing Companies, Inc. shall be issued in exchange therefore.
- (iii) The outstanding shares of Haas Publishing Companies, Inc. shall remain outstanding and are not affected by the merger.
- (iv) Maddux Publishing, Inc. shall from time to time, as and when requested by Haas Publishing Companies, Inc. execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
- (v) The effect of the merger and the effective date of the merger are as prescribed by law.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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:

"MADDUX PUBLISHING, INC.", A FLORIDA CORPORATION,

WITH AND INTO "HAAS PUBLISHING COMPANIES, INC." UNDER THE NAME OF "HAAS PUBLISHING COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JANUARY, A.D. 2000, AT 4 O'CLOCK P.M.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0193045

DATE: 01-11-00

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CERTIFICATE OF MERGER
OF
MADDUX PUBLISHING, 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>
Maddux Publishing, Inc.	Florida
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 stock of the foreign corporation which is party to the merger is as follows:

Maddux Publishing, 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. Discepolo
Michaelanne Discepolo, Vice President

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

January 12, 2000

Ms. Beverly Chell
Primedia Inc.
745 Fifth Ave.
New York, NY 10151

RE: **Maddux Publishing, Inc.**
Merged Into: Haas Publishing Companies, Inc.
Order #: 2033717

Dear Ms. Chell:

As instructed, we enclose the following document(s), as issued by the Secretary of the State of Florida:

Evidence of Merger Filed on 01/12/00
Certified Copy

If you have any questions concerning this order, please contact Gary Sherman in our New York office. Thank you for this opportunity to be of service.

Very truly yours,

CT-Tallahassee

Enclosure(s)

Via: Federal Express
/jdb



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 13, 2000

C T CORPORATION SYSTEM
TALLAHASSEE, FL

Re: Document Number P25641

The Articles of Merger for HAAS PUBLISHING COMPANIES, INC., the surviving Delaware entity were filed on January 12, 2000.

The certification you requested is enclosed.

Should you have any questions regarding this matter, please feel free to telephone (850) 487-6903, the Admentment Section.

Cheryl Coulliette
Document Specialist
Division of Corporations

Letter Number: 900A00001822