

FORM PTO-1594
(Rev. 6-33)
OMB No. 0651-0011 (exp. 4/94)

RECORDATION
TRADEMARK

09-28-2000

DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇨⇨⇨⇨ ▾ ▾



▽ ▾

To the Honorable Commissioner of Patents and Trademark

101474618

or copy thereof.

1. Name of conveying party(ies):
Retail Conferences & Expositions, Inc.
Retail Systems Alert Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Massachusetts
 Other _____

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

9-14-00

2. Name and address of receiving party(ies)
Name: MoonWatch Media Inc.

Internal Address: P.O. Box 332

Street Address: 77 Oak Street, Suite 201

City: Newton Upper Falls
State: MA ZIP: 02164

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Massachusetts
 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: July 1, 2000

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

A. Trademark Application No.(s)
SEE ATTACHED

B. Trademark Registration No.(s)
SEE ATTACHED

Additional numbers attached? Yes No

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

Name: Ann Lamport Hammitte

Internal Address: Lahive & Cockfield, LLP

Street Address: 28 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-0080

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.

Ann Lamport Hammitte [Signature] September 12, 2000
 Name of Person Signing Signature Date

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

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

09/27/2000 DNGUYEN 00000156 75819866

01 FC:481 40.00 OP
02 FC:482 100.00 OP

TRADEMARK
REEL: 002150 FRAME: 0024

4. Application number(s) or Registration number(s):**A. Trademark Application Nos.**

<u>Appl. No.</u>	<u>Mark</u>	<u>Atty. Ref. No.</u>
75/819,866	TECHTOURS, Cl. 35	RCT-002
75/819,7896	TECHTOURS, Cl. 41	RCT-003

B. Trademark Registration Nos.

<u>Appl. No.</u>	<u>Mark</u>	<u>Atty. Ref. No.</u>
2,293,868	RETAIL SYSTEMS, Cl. 35	RCT-001
1,550,117	RETAIL SYSTEMS ALERT, Cl. 16	RCT-101
2,197,734	TOP OF THE NET, Cl. 42	RCT-102

1
Examiner

The Commonwealth of Massachusetts

021
022
086

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF *CONSOLIDATION /*MERGER (General Laws, Chapter 156B, Section 78)

*Consolidation / *merger of

(M) Retail Systems Conferences & Expositions, Inc

(S) and Retail Systems Alert Corp.

the constituent corporations, into

(S) Retail Systems Alert Corp.

*~~a new corporation~~ / *one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of *consolidation / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The *resulting / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the *consolidation / *merger determined pursuant to the agreement of *consolidation / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

July 1, 2000

3. (For a merger)
**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

Article I - To change the name of the corporation to MoonWatch Media Inc.
 Article II - The purpose of the corporation is to engage in the following business activities:
 (a) to provide diversified business-to-business information services, primarily on subjects related to information technology, supply chain management, and e-commerce, utilizing trade shows, conferences, web sites, publications, content syndication and other offerings, to the retail, e-commerce, consumer products, manufacturing, government, health care, textile, pharmaceutical and other sectors; (b) to provide marketing and promotional opportunities, such as on-line and print advertising, direct marketing, and face-to-face contacts, for information technology providers, consultants, Internet service providers and others in order to enable access to potential buyers in the above-described sectors; and (c) to do any and all acts and things a corporation may do under the provisions of Chapter 156B, as amended, of the Massachusetts General Laws, whether related or unrelated to purposes (a) and (b).

C
P
M
R.A.

*Delete the inapplicable word **If there are no provisions state "None".
 Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

** If there are no provisions state "None".

4 The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the *resulting / *surviving corporation.

(a) The street address of the *resulting / *surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*

77 OAK ST, #201, Newton Upper Falls, MA 02464

(b) The name, residential address, and post office address of each director and officer of the *resulting / *surviving corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Thomas H. Friedman		
<i>Secretary:</i>		77 Oak Street, Suite 201	
Treasurer:	Thomas H. Friedman	Newton Upper Falls, MA 02464	
		Same	
Clerk:	Thomas H. Friedman		
		Same	
Directors:	Thomas H. Friedman		
		Same	

(c) The fiscal year (i.e. tax year) of the *resulting / *surviving corporation shall end on the last day of the month of:

December

(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~*consolidation~~ / *merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.

Thomas H. Friedman
_____, *President / *Vice President
Thomas H. Friedman

Thomas H. Friedman
_____, *Clerk / *Assistant Clerk
Thomas H. Friedman

of Retail Systems Conferences & Expositions, Inc.

(Name of constituent corporation)

Thomas H. Friedman
_____, *President / *Vice President
Thomas H. Friedman

Thomas H. Friedman
_____, *Clerk / *Assistant Clerk
Thomas H. Friedman

of Retail Systems Alert Corp.

(Name of constituent corporation)

*Delete the inapplicable words.

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THE COMMONWEALTH OF MASSACHUSETTS

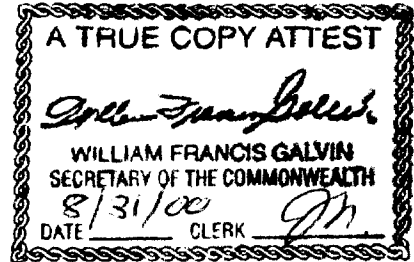
ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 78)

I hereby approve the within Articles of ~~*Consolidation~~ / *Merger and,
the filing fee in the amount of \$ 250, having been paid,
said articles are deemed to have been filed with me this 2nd
day of August, 2000

Effective date: July 1 - 2000

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Virginia A. Thompson, Legal Assistant
Lucash, Gesmer & Updegrave, LLP
40 Broad Street, Boston, MA 02109
Telephone: 617-350-6800