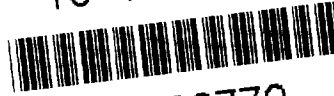


MA 8/18/00

RECORDATION
TRADEMARK

10-11-2000



DEPARTMENT OF COMMERCE
Patent and Trademark Office

Patent Docket No. 6499.0999

101482772

with the attached original documents or copy thereof.

To the Honorable Commissioner of Patents and Trade

1. Name(s) of conveying party(ies):

Medical Consumer Media, L.L.C.

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership

Other: Limited Liability Company

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: April 15, 1999

2. Name(s) and address(es) of receiving party(ies):

Name: Medical Consumer Media, Inc.

Address: 11718 Bowman Green Drive
Reston, Virginia 20190

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Maryland
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/421,721 75/772,898
 75/134,979 75/400,373
 75/443,567 75/421,720
 75/772,899

B. Trademark Registration No.(s)

2,170,517

Additional numbers attached? Yes No

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

Name: Julia Anne Matheson

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

06-0916

10/10/2000 6T0N11 00000256 060916 75421721

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 175.00 CH

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.

Julia Anne Matheson
Name of Person Signing

Signature

August 16, 2000
Date

Total number of pages including cover sheet, attachments, and document: 8

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service addressed to: Honorable Commissioner of Patents and Trademarks, Washington, D.C. 20231 BOX ASSIGNMENTS

Date: Aug 16, 2000

Signed:
Rebecca M. Whitelock

ARTICLES OF MERGER
MERGING
MEDICAL CONSUMER MEDIA, L.L.C.
a Maryland Limited Liability Company
AND
MEDICAL CONSUMER MEDIA, L.L.C.
a Virginia Limited Liability Company
INTO
MEDICAL CONSUMER MEDIA, INC.
A Virginia Corporation

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

5/26/99 as recorded for records
955a
MAY 26 A 9 55

FIRST: Medical Consumer Media, L.L.C., a Virginia limited liability company ("MCM Virginia"), Medical Consumer Media, L.L.C., a Maryland limited liability company ("MCM Maryland") and Medical Consumer Media, Inc., a Virginia corporation ("MCM Inc."), agree that said MCM Maryland and MCM Virginia shall both be merged into said MCM Inc.

SECOND: MCM Inc., a corporation organized and existing under the laws of the State of Virginia, shall survive the merger and shall continue under the name "Medical Consumer Media, Inc."

THIRD: The parties to the articles of merger are MCM Virginia, a limited liability company organized on the 25th day of September, 1998 under the Limited Liability Company Act of Virginia, MCM Maryland, a limited liability company organized on the 14th Day of June, 1995 under the laws of the State of Maryland and MCM Inc., a corporation organized on the 13th day of April, 1999 under the Virginia Stock Corporation Act.

FOURTH: The principal office of said MCM Maryland, is located in the County of Montgomery, State of Maryland. Said MCM Maryland does not own any property in the State of Maryland, the title to which could be affected by the recording of an instrument among Land Records.

FIFTH: MCM Inc. agrees that it may be served with process in the State of Maryland in any action, suit or proceeding for the enforcement of any obligation of MCM Maryland that arose before the merger and irrevocably appoints the Maryland State Department of Assessments and Taxation as its agent to accept service of process in the State of Maryland. The address to which a copy of the service of process may be delivered is Mr. Francis J. Knott, Jr., Esquire c/o McGuire, Wood, Isa, Battle & Boothe, LLP The Blaustein Building, One North Charles Street, Baltimore, Maryland 21201-3793.

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 8-07-00
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
This stamp replaces our previous certification system. Effective: 6/95

SIXTH: The merger was approved on April 15, 1999, by Medical Consumer Media, L.L.C. ("MCM Maryland"), a Maryland limited liability company by a resolution adopted by its Members on said date; approved on April 15, 1999, by Medical Consumer Media, L.L.C. ("MCM Virginia"), a Virginia limited liability company by resolution adopted by its Members on said date; and, approved on April 15, 1999, by Medical Consumer Media, Inc. ("MCM Inc."), a Virginia corporation by unanimous written consent of its directors and shareholders on said date.

SEVENTH: MCM Maryland, MCM Virginia and MCM Inc. shall, pursuant to the provisions of the General Corporation Act of the State of Maryland, the Virginia Limited Liability Company Act and the Virginia Stock Corporation Act, be merged with and into a single corporation, to wit, MCM Inc., which shall be the surviving corporation upon the effective date of the merger in the jurisdiction of its organization and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Virginia Stock Corporation Act. The separate existence of MCM Maryland and MCM Virginia, which are sometimes hereinafter referred to as the "terminating limited liability companies," shall cease upon the effective date of the merger in accordance with the provision of the General Corporation Act of the State of Maryland and the Virginia Limited Liability Company Act.

EIGHTH: The Articles of Incorporation of the surviving corporation upon the effective date of the merger in the jurisdiction of its incorporation shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

NINTH: The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Virginia Stock Corporation Act.

TENTH: The directors and officers in office of the surviving corporation upon the effective date of the merger in the jurisdiction of its incorporation shall be the directors and officers of the surviving corporation, and they shall hold such offices until the election and qualification of any applicable successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

ELEVENTH: MCM Inc. has the authority to issue 5,000 shares of Common Stock, no par value. Each percentage of membership interest of the terminating limited liability companies immediately prior to the effective date of merger shall, upon the

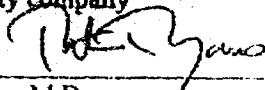
effective date of the merger, be converted into one share of common stock of the surviving corporation, such that Rita T. Roy, M.D. and Jonathan R. Merrill, M.D., holders of 51% and 49% membership interests, respectively, in each of MCM Virginia and MCM Maryland, shall receive 102 and 98 shares of common stock of MCM Inc., respectively, in exchange for their total membership interests in terminating limited liability companies. The issued and outstanding shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the date of the merger shall continue to represent one issued share of the surviving corporation.

TWELFTH: In the event that this Plan of Merger shall have been fully approved and adopted on behalf of the terminating limited liability companies in the manner prescribed by the provisions of the General Corporation Act of the State of Maryland and the Virginia Limited Liability Company Act, and, in the event that this Plan of Merger shall have been duly approved on behalf of the surviving corporation in accordance with the provisions of the Virginia Stock Corporation Act and that the merger of the terminating limited liability companies with and into the surviving corporation shall have been fully authorized in accordance with the provisions of said Virginia Stock Corporation Act, the terminating limited liability companies and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Maryland and the laws of the Commonwealth of Virginia and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

THIRTEENTH: Any officer of the terminating limited liability companies and any officer of the surviving corporation are hereby authorized to execute Articles of Merger on behalf of said corporation, in conformity with the provisions of the Virginia Limited Liability Company Act, the General Corporation Act of the State of Maryland and the Virginia Stock Corporation Act, and the General Managers and the proper officers of the terminating limited liability companies and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

IN WITNESS WHEREOF, MCM Virginia, MCM Maryland and MCM Inc. the companies party to the merger, have caused these articles of merger to be signed in their respective names and on their behalf by their respective General Managers and/or Officers and witnessed or attested by their respective secretaries as of the 15 day of April, 1999.

MEDICAL CONSUMER MEDIA, L.L.C., a Maryland
limited liability company



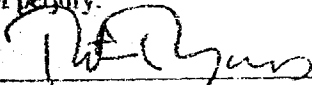
By: Rita T. Roy, M.D.
Its: General Manager

Attest:



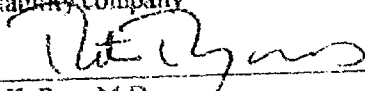
Jonathan R. Merrill, M.D., Secretary

THE UNDERSIGNED, General Manager of Medical Consumer Media, L.L.C. a Maryland limited liability company, who executed on behalf of said limited liability company the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges the name and, on behalf of said limited liability company, the foregoing Articles of Merger to the Secretary of said limited liability company and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



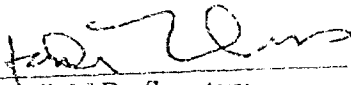
Rita T. Roy, M.D., General Manager

MEDICAL CONSUMER MEDIA, L.L.C., a Virginia
limited liability company



By: Rita T. Roy, M.D.
Its: General Manager

Attest:



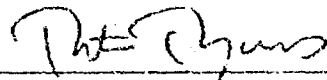
Jonathan R. Merrill, M.D., Secretary

THE UNDERSIGNED, General Manager of Medical Consumer Media, L.L.C. a Virginia limited liability company, who executed on behalf of said limited liability company the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges the name and, on behalf of said limited liability company, the foregoing Articles of Merger to the Secretary of said limited liability company and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.




Rita T. Roy, M.D., General Manager

MEDICAL CONSUMER MEDIA, INC., a Virginia corporation

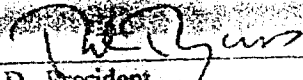


By: Rita T. Roy, M.D.
Its: President

Attest: 

Jonathan R. Merrill, M.D., Secretary

THE UNDERSIGNED, President of Medical Consumer Media, Inc. a Virginia corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges the name and, on behalf of said corporation, the foregoing Articles of Merger to the Secretary of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Rita T. Roy, M.D., President

W:\51361\Medical Consumer Media\Articles of Merger merging 2 LLC into MCM Inc.doc

CONSENT OF RESIDENT AGENT

I hereby consent to my designation in this document as resident agent for Medical Consumer Media, Inc.



Francis J. Knott, Jr., Esquire

0 P.A. Religious Close Stock Nonstock

Merging (Transferor) Medical Consumer Media, L.L.C. (Ind) 4/16/92
and Medical Consumer Media, L.L.C. (VA)

Surviving (Transferee) Medical Consumer Media, Inc. (VA)

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: _____
Expedite Fee: _____
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
Certified Copies: _____
Copy Fee: _____
Certificates: _____
Certificate Fee: _____
Other: _____
TOTAL FEES: 20

(How Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent
Designation of Resident Agent and Resident Agent's Address
Change of Business Code
Adoption of Assumed Name

Other Change(s) _____

Credit Card
 Check

Cash

Documents on _____ Checks

APPROVED BY: [Signature]

CODE 713

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LIBR # 300039 EOLIO # 0235 PAGES: 0007
MEDICAL CONSUMER MEDIA, L.L.C.

ATTENTION: _____

05/26/1999 AT 09:55 A.M. # 0000175822

MAIL TO ADDRESS: Donna Silver
McGraw-Hill
8780 Greensboro Rd
900
McLean, VA 22102-
3992

COMMENT:

MS ST:80 20 0314 08:15 AM
00014810
0000175822
CUSTOMER ID
ORDER #