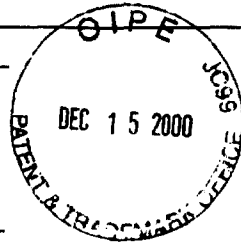


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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
06 30 2000
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Atomic Dog Publishing, LLC

Formerly _____

76075056

- Individual General Partnership Limited Partnership Corporation Association
- Other Ohio limited liability company
- Citizenship/State of Incorporation/Organization Ohio

Receiving Party

Mark if additional names of receiving parties attached

Name Atomic Dog Publishing, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1203 Main Street

Address (line 2) 3rd Floor

Address (line 3) Cincinnati

Ohio

State/Country

45210

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

12/29/2000 BTGN11 00000121 76075056

40.00 DP
100.00 DP

01 FC:48L
02 FC:48P

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="76075056"/>	<input type="text" value="75917779"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75922169"/>	<input type="text" value="75900666"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75900665"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number: Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Linda D. Bayliss, Paralegal
Name of Person Signing

Linda Bayliss
Signature

12/11/2000
Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

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:

"ATOMIC DOG PUBLISHING, LLC", A OHIO LIMITED LIABILITY COMPANY,

WITH AND INTO "ATOMIC DOG PUBLISHING, INC." UNDER THE NAME OF "ATOMIC DOG PUBLISHING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3248179 8100M

001337843

AUTHENTICATION: 0537282

DATE: 07-03-00

TRADEMARK
REEL: 002204 FRAME: 0020

CERTIFICATE OF MERGER
OF
ATOMIC DOG PUBLISHING, LLC
(an Ohio limited liability company)
INTO
ATOMIC DOG PUBLISHING, INC.
(a Delaware corporation)

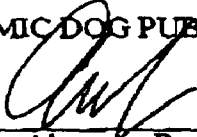
To the Secretary of State
State of Delaware

Pursuant to the provisions of Section 264 of the Delaware General Corporation Law, it is hereby certified that:

1. The names of the merging corporations are Atomic Dog Publishing, Inc., which is a business corporation organized under the laws of the State of Delaware, and Atomic Dog Publishing, LLC, which is a limited liability company organized under the laws of the State of Ohio.
2. The laws of the State of Ohio permit the merger of a limited liability company organized under its laws with a business corporation organized under the laws of Delaware.
3. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law and Section 1701.781 of the Ohio General Corporation Law.
4. Atomic Dog Publishing, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law.
5. The Certificate of Incorporation of Atomic Dog Publishing, Inc. will continue to be its Certificate of Incorporation following the effective date of the merger, until the same shall be altered or amended.
6. The executed Agreement and Plan of Merger is on file at the principal place of business of Atomic Dog Publishing, Inc. at 1203 Main Street, Third Floor, Cincinnati, Ohio 45202. A copy of the Agreement and Plan of Merger will be furnished by Atomic Dog Publishing, Inc., on request and without cost, to any stockholder of Atomic Dog Publishing, Inc. or any member of Atomic Dog Publishing, LLC.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate to be signed this 30th day of June, 2000.

ATOMIC DOG PUBLISHING, INC.

By: 
Alex von Rosenberg
Chief Executive Officer

ATOMIC DOG PUBLISHING, LLC

By: 
Alex von Rosenberg
Manager

atomicmergerdelaware.wpd



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216-241-2838

FAX: 216-241-2837

DIRECT LINE: (513) 357-9419

E-MAIL: bayliss@taftlaw.com

December 14, 2000

FEDERAL EXPRESS

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Atomic Dog Publishing, Inc.

Dear Sir:

Enclosed for filing are the following documents which relate to the merger of Atomic Dog Publishing, LLC into Atomic Dog Publishing, Inc.:

1. Recordation cover sheet between Atomic Dog Publishing, LLC and Atomic Dog Publishing, Inc.
2. Copy of Merger Certificate filed with the Delaware Secretary of State.
3. Filing fee for five (5) trademarks.
4. Return receipt postcard for verification of filing.

Please forward the filed documents to my attention. You are authorized to charge deposit account 20-0053 for any additional fees. Thank you.

Yours sincerely,

Linda D. Bayliss
Paralegal

LDB/trg

Enclosures

cc: Keith W. Johnson, Esq.

RECORDED: 12/15/2000

TRADEMARK

REEL: 002204 FRAME: 0023