

01-24-2001



101592160

1.9.01

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
- Change of Name
- Other

Effective Date
Month Day Year
10 12 2000

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
10 10 2000

Formerly

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

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country 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

01/24/2001 DBYRNE 00000108 75726110
01 FC:481 40.00 OP
02 FC:482 125.00 OP

FOR OFFICE USE ONLY

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 Practice. 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

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="75/726,110"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,178,031"/>	<input type="text" value="1,824,380"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,338,841"/>	<input type="text" value="2,285,954"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,421,046"/>	<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.

Claire M. Kimball

Name of Person Signing

Claire M. Kimball

Signature

1/8/01

Date Signed

ARTICLES OF MERGER

OF

CREATIVE LOAFING, INC., a Georgia corporation

with and into

CREATIVE LOAFING ATLANTA, INC., a Florida corporation

Pursuant to the provisions of Section 14-2-1107 of the Official Code of Georgia Annotated, CREATIVE LOAFING, INC., a Georgia corporation (the "Merged Corporation") and CREATIVE LOAFING ATLANTA, INC., a Florida corporation (the "Surviving Corporation") (the Merged Corporation and the Surviving Corporation are referred to collectively as the "Constituent Corporations"), each hereby adopt the following Articles of Merger for the purpose of merging the Merged Corporation with and into the Surviving Corporation, effective as of the date of the filing of these Articles with the Secretary of State, State of Georgia.

1. Names of Constituent Corporations. The names of the Constituent Corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporations</u>	<u>State</u>
CREATIVE LOAFING, INC. (the "Merged Corporation")	Georgia
CREATIVE LOAFING ATLANTA, INC. (the "Surviving Corporation")	Florida

2. Surviving Corporation. The name of the surviving corporation is Creative Loafing Atlanta, Inc., and it is to be governed by the laws of the State of Florida.

3. Law of the State of Merged Corporation. The laws of the State of Florida permit the merger of the Merged Corporation with and into the Surviving Corporation.

4. Plan of Merger. The Constituent Corporations have each approved and adopted a Plan of Merger (the "Plan of Merger"), a copy of which is attached hereto as Exhibit A.

5. Approval of Shareholders. This Plan of Merger was approved and adopted by the shareholders of each of the Constituent Corporations on October 9, 2000, following the recommendation of the Board of Directors of each of the Constituent Corporations dated October 9, 2000.

6. Effective Date. This merger shall be effective upon delivery of this Certificate of Merger to the Secretary of State of the State of Georgia.

7. Appointment of Secretary of State. The Surviving Corporation hereby appoints the Secretary of State, State of Georgia, as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of the Merged Corporation. The mailing address to which such process may be forwarded by the Secretary of State, State of Georgia, is Foley & Lardner, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33603, Attn: Vitauts M. Gulbis.

8. Payment of Consideration to Dissenting Shareholders. The Surviving Corporation hereby agrees to promptly pay to dissenting shareholders of the Merged Corporation the amount, if any, to which such dissenting shareholders are entitled under Article 13 of the Georgia Business Corporation Code.

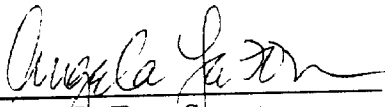
9. Publication of Notice of Merger. The Surviving Corporation hereby certifies that a Notice of Merger and a publishing fee of \$40.00 have been mailed or delivered to an authorized newspaper, as required by law.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed and the corporate seals to be hereunto affixed and attested, this 10th day of October, 2000.


CREATIVE LOAFING, INC.

ATTEST:

By:


Angela LaFon, Secretary


By:


Benjamin Eason, President

CREATIVE LOAFING ATLANTA, INC.

ATTEST:

By:


Angela LaFon, Secretary

By:

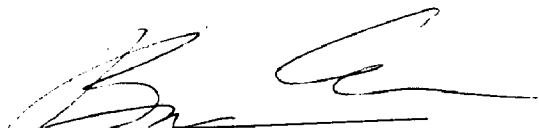

Benjamin Eason, President

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 9th day of October, 2000 by:

- I. CREATIVE LOAFING, INC., a Georgia corporation (the "Merged Corporation"); and
- II. CREATIVE LOAFING ATLANTA, INC., a Florida corporation (the "Surviving Corporation").

The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

BACKGROUND

The Shareholders of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1107 of the Florida Business Corporations Act and Section 14-2-1107 of the Official Code of Georgia Annotated, all in accordance with the terms and conditions hereinafter set forth (which implement the terms and provisions of that certain Agreement and Plan of Merger, dated October 9, 2000, entered in among the Constituent Corporations and CL Acquisition Corp., of which this Plan is a part).

PLAN

1. Merger.

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida and in the offices of the Secretary of State, State of Georgia.

2. Organizational Documents of Surviving Corporation.

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of Creative Loafing, Inc., a Florida corporation, shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

3. Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following persons:

Benjamin A. Eason

Taylor Eason

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who are officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Benjamin A. Eason – President, Chief Executive Officer

Taylor Eason – Secretary

Angela LaFon - Treasurer

Such persons shall serve until their respective successors are duly elected and qualified.

4. Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other

action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

5. Conversion of Capital Stock of Merged Corporation.

(a) Voting Common Stock of Merged Corporation. Each of the shares of voting common stock of the Merged Corporation issued and outstanding as of the effective date hereof (except shares held by the Parent) shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive **7.3593** shares of the 0.001 par value Class C Common Stock of CL Acquisition, Inc., a Florida corporation ("Parent"), the parent of the Surviving Corporation.

(b) Non-Voting Common Stock of Merged Corporation. Each of the shares of non-voting common stock of the Merged Corporation issued and outstanding as of the effective date hereof (except shares held by the Parent) shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive **5** shares of the 0.001 par value Class D Common Stock of Parent.

(c) Excluded Shares. Each of the shares of voting and non-voting common stock of the Merged Corporation held by the Parent shall be cancelled.

The number of shares of stock of Parent issued to shareholders of the Merged Corporation shall be rounded up or down to the closest whole number of shares of the Parent.

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002860488
CONTROL NUMBER : J305249
EFFECTIVE DATE : 10/12/2000
REFERENCE : 0091
PRINT DATE : 10/12/2000
FORM NUMBER : 411

CT CORPORATION SYSTEM
PATTIE HARDY
1201 PEACHTREE STREET, NE
ATLANTA GA 30361

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.


Surviving Entity:

CREATIVE LOAFING ATLANTA, INC., A FLORIDA CORPORATION

Nonsurviving Entity/Entities:

CREATIVE LOAFING, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE