

01-25-2001

Form PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Box Assignments

1.16 01 **TRAD**

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

1. Name of conveying party(ies):

J.J. Grace Incorporated

- Individual(s)
- General Partnership
- Corporation - State California
- Other _____

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

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

Name: Treasure Chest Advertising Company, Inc.

Internal Address: _____

Street Address: 250 W. Pratt Street, 18th Floor

City: Baltimore State: MD ZIP: 21201

- 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) & addresses attached? Yes No

3. Nature of conveyance

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Effective Date: December 31, 2000

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

Trademark Application No.(s) 75/562,767; 75/562,768; 75/562,764; 75/562,766; 75/602,353; 75/901,657

B. Trademark Registration No.(s) 2,202,621

Additional numbers attached? Yes No

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

Name: Miriam Drickman Trudell, Esq.

Internal Address: SHERIDAN ROSS P.C.

Suite 1200

Street Address: 1560 Broadway

City: Denver State: CO ZIP 80202-5141

6. Total number of applications and registrations involved. 7

7. Total fee (37 CFR 3.41): \$ 190.00

- Enclosed
- Authorized to be charged to deposit account.

8. Deposit account number: 19-1970

(Attach duplicate copy of this page if paying by deposit account)

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.

Miriam Drickman Trudell, Esq.

Name of person signing

Signature

January 11, 2001

Date

01/24/2001 GTON11 00000090 75562767

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

01 FC:481

40.00 OP

02 FC:482

150.00 OP

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

I HEREBY CERTIFY THAT THIS CORRESPONDENCE IS BEING DEPOSITED WITH THE UNITED STATES POSTAL SERVICE AS FIRST CLASS MAIL IN AN ENVELOPE ADDRESSED TO COMMISSIONER FOR PATENTS AND TRADEMARKS, BOX ASSIGNMENTS, WASHINGTON, DC 20231 ON January 11, 2001

SHERIDAN ROSS P.C.

BY: Jennifer Hame

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 OWNERSHIP, WHICH MERGES:

"BF AVIATION CORP.", A DELAWARE CORPORATION,

"J.J. GRACE INCORPORATED", A CALIFORNIA CORPORATION,

"REACH AMERICA, INC.", A DELAWARE CORPORATION,

"TREASURE CHEST ADVERTISING COMPANY OF NEW YORK, INC.", A NEW YORK CORPORATION,

"TREASURE CHEST ADVERTISING HOLDING COMPANY OF TEXAS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "TREASURE CHEST ADVERTISING COMPANY, INC." UNDER THE NAME OF "TREASURE CHEST ADVERTISING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 3 O'CLOCK P.M.

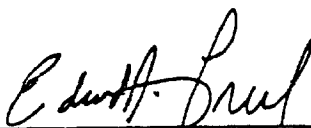
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:57 O'CLOCK P.M.

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



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001658644


Edward J. Freel, Secretary of State

AUTHENTICATION: 0886714

DATE: 12-29-00

TRADEMARK
REEL: 002219 FRAME: 0051

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**TREASURE CHEST ADVERTISING
COMPANY OF NEW YORK, INC.**
(a New York corporation)

AND

**TREASURE CHEST ADVERTISING
HOLDING COMPANY OF TEXAS, INC.**
(a Delaware corporation)

AND

REACH AMERICA, INC.
(a Delaware corporation)

AND

J. J. GRACE INCORPORATED
(a California corporation)

AND

BF AVIATION CORP.
(A Delaware corporation)

INTO

TREASURE CHEST ADVERTISING COMPANY, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

Treasure Chest Advertising Company, Inc., a corporation organized and
existing under the laws of the State of Delaware (the "Company"), does hereby certify as
follows:

A. The Company is the owner of all of the outstanding shares of (i) stock, no par value, of Treasure Chest Advertising Company of New York, Inc., a corporation organized and existing under the laws of the state of New York ("TCA New York"), and TCA New York has no other class of stock outstanding; (ii) Class A Common Stock, par value \$1.00 per share, of Treasure Chest Advertising Holding Company of Texas, Inc., a corporation organized and existing under the laws of the state of Delaware ("TCA Holding") and Class B Common Stock, par value \$1.00 per share, of TCA Holding, and TCA Holding has no other class of stock outstanding; (iii) Common Stock, par value \$0.01 per share, of Reach America, Inc., a corporation organized and existing under the laws of the state of Delaware ("Reach America"), and Reach America has no other class of stock outstanding; (iv) stock, no par value, of J.J. Grace Incorporated, a corporation organized and existing under the laws of the state of California ("J.J. Grace"), and J.J. Grace has no other class of stock outstanding; and (v) Common Stock, par value \$0.01 per share, of BF Aviation Corp., a corporation organized and existing under the laws of the state of Delaware ("BF Aviation"), and BF Aviation has no other class of stock outstanding.

B. The Board of Directors of the Company duly adopted by the unanimous written consent of directors of the Company dated December 28, 2000, the following resolutions:

RESOLVED, that each of TCA New York, TCA Holding, Reach America, J.J. Grace and BF Aviation (the "Subsidiaries") shall be merged with and into the Company (the "Merger") and that the Company shall assume all of the obligations of each of Subsidiaries, with the Company as the corporation surviving the Merger (the "Surviving Corporation"), with the Merger to be effective on December 31, 2000, at 11:57 P.M. (the "Effective Time");

FURTHER RESOLVED, that at the Effective Time, the Company shall assume all of the obligations of J.J. Grace pursuant to Section 1110 of the California Corporations Code;

FURTHER RESOLVED, that the Certificate of Incorporation of the Company in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation following the Merger, until further amended in accordance with the terms thereof and the Delaware General Corporation Law (the "DGCL");

FURTHER RESOLVED, that the Bylaws of the Company in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation following the Merger, until further amended in accordance with the terms thereof and the DGCL;

FURTHER RESOLVED, that the directors of the Company and the officers of the Company in office immediately prior to the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws;

FURTHER RESOLVED, that the manner of converting or canceling shares of the Subsidiaries shall be as follows:

(a) At the Effective Time, each share of stock, no par value, of TCA New York (the "TCA New York Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(b) At the Effective Time, each TCA New York Share issued and held by TCA New York in treasury shall by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(c) At the Effective Time, each share of (i) Class A Common Stock, par value \$1.00 per share, and (ii) Class B. Common Stock, par value \$1.00 per share, of TCA Holding (the "TCA Holding Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(d) At the Effective Time, each TCA Holding Share issued and held by TCA Holding in treasury shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(e) At the Effective Time, each share of Common Stock, par value \$0.01 per share, of Reach America (the "Reach America Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(f) At the Effective Time, each Reach America Share issued and held by Reach America in treasury shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(g) At the Effective Time, each share of stock, no par value, of J.J. Grace (the "J.J. Grace Shares") issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(h) At the Effective Time, each J.J. Grace Share issued and held by J.J. Grace in treasury shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(i) At the Effective Time, each share of common stock, par value \$0.01 per share, of BF Aviation (the "BF Aviation Shares") issued outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be canceled and cease to exist without any conversion thereof;

(j) At the Effective Time, each BF Aviation Share issued and held by BF Aviation in treasury shall, by virtue of the Merger, be canceled and cease to exist without conversion thereof; and

FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, directed to make and execute the Delaware Certificate of Ownership and Merger setting forth a copy of the resolutions authorizing the Company to merge the Subsidiaries with and into the Company and the date of the adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware, and to do all acts and things whatsoever, whether within or without the state of Delaware, which may be in any way necessary to effect the Merger.

C. The merger of TCA New York into the Company has been approved by the Company as the sole holder of the outstanding capital stock of TCA New York by unanimous written consent in lieu of a meeting pursuant to Section 615 of the New York Business Corporation Law.

D. The mergers of each of TCA Holding and Reach America have been approved by the Company as the sole holder of the outstanding capital stock of each of TCA Holding and Reach America, respectively, by unanimous written consent in lieu of a meeting pursuant to Section 228 of the DGCL.

E. The merger of J.J. Grace into the Company has been approved by the Company as the sole holder of the outstanding capital stock of J.J. Grace by unanimous written consent in lieu of a meeting pursuant to Section 603 of the California Corporations Code.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed
by Irene B. Fisher, Secretary, as of the 21st day of December, 2000.

TREASURE CHEST ADVERTISING
COMPANY, INC.

By: 

Name: Irene B. Fisher

Title: Secretary

NY12521: 137936.2

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TOTAL P. 06

RECORDED: 01/16/2001

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