

02-02-2001



U.S. Department of Commerce
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): Cumberland Publishing, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Maryland</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: PRIMEDIA Enthusiast Publications, Inc. Address: 4 High Ridge Park Stamford, Connecticut 06905</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>November 17, 2000</u></p>	<p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Pennsylvania</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

4. Application number(s) or registration number(s): SEE ATTACHED SCHEDULE

A. Trademark Application No.(s) B. Trademark Registration No.(s)

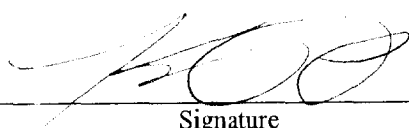
Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799</p> <p>Attn: Kieran G. Doyle, Esq.</p>	<p>6. Total number of applications and registrations involved: <u>16</u></p> <p style="text-align: center;">JAN 20 2001</p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>415.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Any deficiency is authorized to be charged to <input type="checkbox"/> Deposit Account No. 03-3415.</p> <p>8. Deposit Account No. <u>03-3415</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Kieran G. Doyle  January 23, 2000
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

02/01/2001 6TON11 00000154 1331985

01 FC:481 40.00 DP
02 FC:482 375.00 DP

NMP/NMP/00001/902/208686.1

TRADEMARK
REEL: 002227 FRAME: 0658

**SCHEDULE OF TRADEMARKS TO BE MERGED FROM CUMBERLAND
PUBLISHING, INC. TO PRIMEDIA ENTHUSIAST PUBLICATIONS, INC.**

Country: **United States**

<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>
BLUE BOOK DOLLS & VALUES	16			1331985	4/23/85
DOLL READER	16			1306958	11/27/84
DOLL READER	42	75/541708	8/24/98	2325585	3/7/00
DOLL READER (STYLIZED)	16			1883528	3/14/95
DOLLS OF THE YEAR	41			1415437	10/28/86
DOLLS OF THE YEAR	41			1827811	3/22/94
DOTY	35	76/054043	5/23/00		
DOTY DOLL READER DOLLS OF THE YEAR AND DESIGN	35	75/281292	4/25/97		
TEDDY BEAR AND FRIENDS (STYLIZED)	16			1875933	1/24/95
THE TEDDY BEAR AND FRIENDS	16			1314524	1/15/85
THE ULTIMATE AUTHORITY	16			1761318	3/30/93
THE ULTIMATE AUTHORITY	42	75/541714	8/24/98	2334719	3/28/00
THE ULTIMATE DOLL AUTHORITY	16	76/132026	9/18/00		
TOBY	35	75/281540	4/25/97	2152456	4/21/98
TOBY AND DESIGN	35			1798117	10/12/93
TOBY TEDDY BEAR AND FRIENDS AND DESIGN	35	75/281539	4/25/97	2252426	6/15/99

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED 12-06-2000

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STATE DEPARTMENT OF ADMINISTRATION, LEGISLATION

BY:

Jacqueline C. James

Comptroller

This stamp replaces our previous certification system. Effective: 6/98

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ARTICLES OF MERGER

MERGING

Cumberland Publishing, Inc.
(a corporation of the State of Maryland)

INTO

PRIMEDIA Enthusiast Publications, Inc.
(a corporation of the State of Pennsylvania)

ID # F05641147 ACK # 1000255450000000
LIBER: B00209 FOLIO: 1031 PAGES: 0005
PRIMEDIA ENTHUSIAST PUBLICATIONS, INC.

12 06 2000 4 12 36 P M C 0000390299

FIRST: PRIMEDIA Enthusiast Publications, Inc., a corporation organized and existing under the laws of the State of Pennsylvania, (hereinafter referred to as the parent corporation), and Cumberland Publishing, Inc., a corporation organized and existing under the laws of the State of Maryland, (hereinafter referred to as the subsidiary corporation), agree that said Cumberland Publishing, Inc., shall be merged into said PRIMEDIA Enthusiast Publications, Inc. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: PRIMEDIA Enthusiast Publications, Inc., a corporation organized and existing under the laws of the State of Pennsylvania, shall survive the merger and shall continue under the name PRIMEDIA Enthusiast Publications, Inc.

THIRD: The parties to the articles of merger are PRIMEDIA Enthusiast Publications, Inc., a corporation organized on the 6th day of January, 1960, under the Business Corporation Law of the State of Pennsylvania and was qualified to do business in Maryland on January 28, 2000 and Cumberland Publishing, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said PRIMEDIA Enthusiast Publications, Inc. has authority to issue is One Thousand (1,000) shares, of common stock with a par value of one cent (\$.01) each, of the aggregate par value of Ten Dollars (\$10.00).

Cumberland Publishing, Inc. has authority to issue is One Thousand (1,000) shares, of common stock with a par value of one cent (\$.01) each, of the aggregate par value of Ten Dollars (\$10.00).

SIXTH: The number of outstanding shares of each class of Cumberland Publishing, Inc., the subsidiary corporation and the number of shares of each class owned by PRIMEDIA Enthusiast Publications, Inc., the parent corporation is as follows:

Class	Total shares <u>outstanding</u>	Shares owned by <u>parent corporation</u>
Common	1,000	100%
Common	1,000	100%

SEVENTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

All of the issued and outstanding shares of Cumberland Publishing, Inc., the subsidiary corporation are owned by PRIMEDIA Enthusiast Publications, Inc., the surviving corporation and no shares of the surviving corporation are to be issued or any other consideration given for shares of the said Cumberland Publishing, Inc., the merged corporation, but upon the effective date of the articles of merger, the shares of stock of the merged corporation shall be surrendered for cancellation to PRIMEDIA Enthusiast Publications, Inc., the parent corporation surviving the merger.

EIGHTH: The principal office of said Cumberland Publishing, Inc., organized under the laws of the State of Maryland, is located in the County of New York, State of New York, 745 Fifth Avenue, New York, NY 10151.

Said Cumberland Publishing, Inc. does not own property in the State of Maryland, the title to which could not be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the surviving corporation in the State of Pennsylvania, the state of its incorporation, is CT Corporation System, 1635 Market Street, Philadelphia, PA 19103 and the name and post office address of a resident agent of said

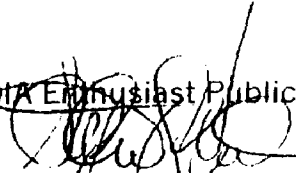
surviving corporation in Maryland, is the Corporation Trust Incorporated, 300 East Lombard Street, Baltimore, MD 21202.

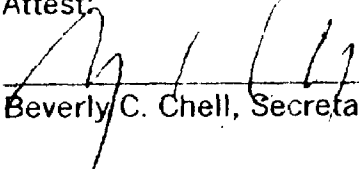
TENTH: The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of Cumberland Publishing, Inc. on November 16, 2000.

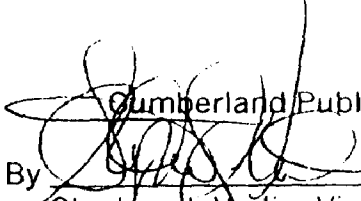
The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of PRIMEDIA Enthusiast Publications, Inc. on November 16, 2000.

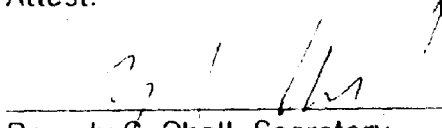
ELEVENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said PRIMEDIA Enthusiast Publications, Inc. in the manner and by the vote required by the laws of the State of Pennsylvania and by the charter of said corporation.

IN WITNESS WHEREOF, PRIMEDIA Enthusiast Publications, Inc. and Cumberland Publishing, Inc., the corporation's parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective vice-presidents and witnessed or attested by their respective secretaries as of the 17th day of November, 2000.

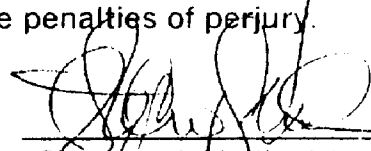
PRIMEDIA Enthusiast Publications, Inc.
By 
Stephen J. Verlin, Vice-President

Attest:

Beverly C. Chell, Secretary

Cumberland Publishing, Inc.
By 
Stephen J. Verlin, Vice-President

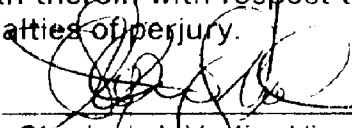
Attest:

Beverly C. Chell, Secretary

THE UNDERSIGNED, Vice President of PRIMEDIA Enthusiast Publications, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his 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.



Stephen J. Verlin, Vice President

THE UNDERSIGNED, Vice President of Cumberland Publishing, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his 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.



Stephen J. Verlin, Vice President