

04-18-2001

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



101678993

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

WRD  
4.10.01

### 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 #
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#### Conveyance Type

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

#### Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

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  Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

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.)

#### FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:  
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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)**

**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.

Lauren B. Cohen, Esq.

*Lauren B. Cohen*

4-9-01

Name of Person Signing

Signature

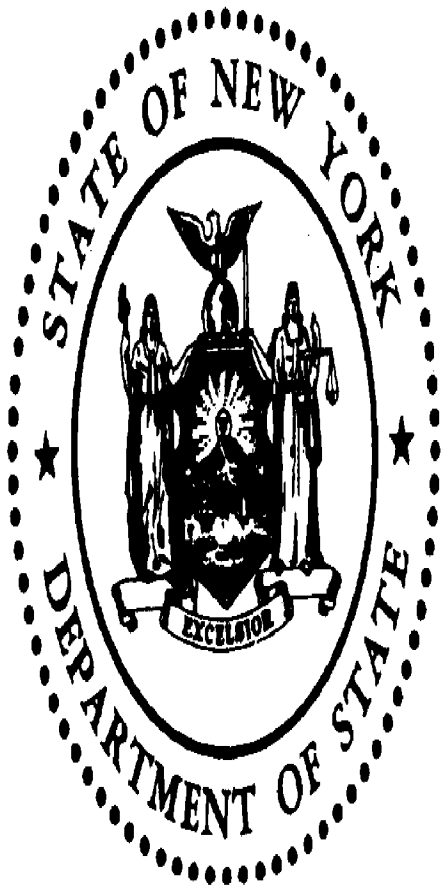
Date Signed

State of New York }  
Department of State } SS:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**MAR 29 2001**



A handwritten signature in black ink, appearing to read "J. Lee", with a long horizontal line extending to the right.

*Special Deputy Secretary of State*



F490928000 878

**CERTIFICATE OF MERGER**

of

**DAPEY ASSAF-DAPEY ZAHAV, LTD.**  
(a New York corporation)  
and

**DAPEY ASSAF-HAMADRIKH LEASSAKIM ISRAELIM BE NEW YORK, LTD.**  
(a New York corporation)

into

**DAG MEDIA, INC.**  
(a New York corporation)  
(Under § 904 of the Business Corporation Law)

It is hereby certified, upon behalf of each of **DAPEY ASSAF-DAPEY ZAHAV, LTD.**, **DAPEY ASSAF-HAMADRIKH LEASSAKIM ISRAELIM BE NEW YORK, LTD.**, and **DAG MEDIA, INC.** (the "constituent corporations") herein named, as follows:

**FIRST:** This Certificate of Merger is made pursuant to Business Corporation Law §904. The Board of Directors of each of the constituent corporations has duly adopted a plan of merger, setting forth the terms and conditions of the merger of said corporations. The effective date of the merger is the date of filing of the certificate of merger by the department of state.

**SECOND:** ~~The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving corporation" is DAG Media, Inc. The jurisdiction of DAG Media, Inc.'s incorporation is the State of New York; and its certificate of incorporation was filed by the department of state on February 22, 1999. The name of the surviving corporation shall not be changed upon completion of the merger.~~

**THIRD:** There are no amendments or changes in the certificate of incorporation of the surviving corporation to be effectuated by the merger.

**FOURTH:** The name of the domestic constituent corporations, which are being merged into the domestic surviving corporation, and which are hereinafter sometimes referred to as the "merged constituent corporations" are Dapey Assaf-Dapey Zahav, Ltd. (a New York Corporation) and Dapey Assaf-Hamadrikh Leassakim Israelim Be New York, Ltd. (a New York Corporation). The certificate of incorporation of Dapey Assaf-Dapey Zahav, Ltd. was filed by the department of state on January 5, 1995 under the name "Dapey Assaf, the Hebrew Directory, Inc.". The certificate of incorporation of Dapey Assaf-Hamadrikh Leassakim Israelim Be New York, Ltd. was filed by the department of state on November 3, 1989.

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**FIFTH:** As to each constituent corporation, the designation and number of outstanding shares of each class and series entitled to vote on the plan of merger, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, are set forth below:

**DAG Media, Inc.**

<u>Designation of outstanding shares of each class and series</u>	<u>Number of outstanding shares of each class and series</u>	<u>The classes and series entitled to vote</u>	<u>Each class and series entitled to vote as a class</u>
Common	2,976,190	None (pursuant to §905(a) of the Business Corporation Law)	None

**Dapey Assaf-Dapey Zahav, Ltd.**

<u>Designation of outstanding shares of each class and series</u>	<u>Number of outstanding shares of each class and series</u>	<u>The classes and series entitled to vote</u>	<u>Each class and series entitled to vote as a class</u>
Common	100 no par value	Common	None

**Dapey Assaf-Hamadrikh Leassakim Israelim Be New York, Ltd.**

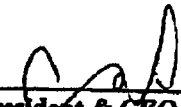
<u>Designation of outstanding shares of each class and series</u>	<u>Number of outstanding shares of each class and series</u>	<u>The classes and series entitled to vote</u>	<u>Each class and series entitled to vote as a class</u>
Common	100 no par value	Common	None

**SIXTH:** The board of directors of each constituent corporation, in accordance with §903 of the Business Corporation Law, adopted the plan of merger. Because DAG Media, Inc. was the sole shareholder of each other constituent corporation, pursuant to Business Corporation Law §905(a), shareholder approval was unnecessary and the plan of merger was approved on behalf of DAG Media, Inc. solely by its Board of Directors. Except for the Board of Directors of DAG Media, Inc., the Boards of Directors of each other constituent corporation submitted the plan to a vote of the shareholders of the respective constituent corporations in accordance with the notice provisions of §903(a)(1), and the plan of merger was adopted by the unanimous consent of the shareholders entitled to vote thereon of such constituent corporation at the meeting of shareholders of each respective constituent corporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this day, September \_\_, 1999

DAG MEDIA INC.

By:   
Assaf Ran, President & CEO

DAPEY ASSAF-DAPEY ZAHAV, LTD.

By:   
Assaf Ran, President

DAPEY ASSAF-HAMADRIKH LEASSAKIM  
ISRAELIM BE NEW YORK, LTD.

By:   
Assaf Ran, President

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CERTIFICATE OF MERGER

OF

DAPEY ASSAF-DAPEY ZAHAV, LTD.  
(a New York corporation)

AND

DAPEY ASSAF-HAMADRIKH LEASSAKIM ISRAELIM BE NEW YORK, LTD.  
(a New York corporation)

INTO

DAG MEDIA, INC.  
(a New York corporation)

SEP 4 11 51 AM '99

RECEIVED

SEP 20 2 17 PM '99

UNDER TO SECTION 904 OF THE BUSINESS CORPORATION LAW

DRAWDOWN  
DELANEY - 30

ICC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

SEP 28 1999

FILED  
TAXS  
BY: JAN  
Quers

FILED BY:  
MORSE, ZELNICK, ROSE & LANDER  
450 PARK AVENUE  
NEW YORK, NEW YORK 10022

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