

04-23-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Attorney Docket No.: 43772-4005

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

*MRD
4.13.01*

1. Name of conveying party(ies):

Clifford of Vermont, Inc.

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

TVC Communications, Inc.
325 Laudermilch Road
Hershey, PA 17033

3. Nature of conveyance:

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

Execution Date: **January 24, 2001**

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: **Delaware**
- Other:

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

1,158,906

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

**Elisabeth Stewart Bradley
C/O TMSU
1800 M Street, N.W.
Washington D.C. 20036-5869**

Telephone: **(212) 309-7059**
Facsimile: **(212) 309-6273**
E-Mail: **ebradley@morganlewis.com**

6. Total number of applications and registrations involved: [1]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
 x \$25.00 = \$.00
 Total \$ 40.00

Authorized to be charged to deposit account

8. Deposit account number: **13-4520**

DO NOT USE THIS SPACE

9. Statement and signature

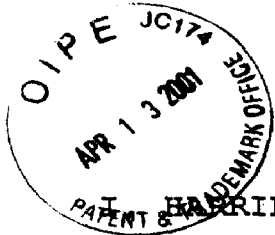
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elisabeth Stewart Bradley
Name of Person Signing

Elisabeth Stewart Bradley
Signature

April 12, 2001
Date

Total number of pages including cover sheet, attachments and document: [4]



HARRIET SMITH WINDSOR, 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:

"CLIFFORD OF VERMONT, INC.", A VERMONT CORPORATION,
WITH AND INTO "TVC COMMUNICATIONS, INC." UNDER THE NAME OF "TVC COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

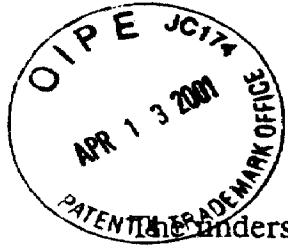
0703702 8100M

AUTHENTICATION: 0971097

010072586

DATE: 02-13-01

TRADEMARK
REEL: 002277 FRAME: 0661



-CERTIFICATE OF MERGER

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That Clifford of Vermont, Inc., a Vermont corporation and TVC Communications, Inc., a Delaware corporation shall be the "Constituent Corporations" of the merger.

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That TVC Communications, Inc., a Delaware corporation shall be the "Surviving Corporation" of the merger.

FOURTH: That the Certificate of Incorporation of the Surviving Corporation, shall remain the Certificate of Incorporation of the Surviving Corporation.

{L0214309.1}

FIFTH: That the executed Agreement of Merger is on file at the office of the Surviving Corporation, the address of which is 325 Laudermitch Road, Hershey, Pennsylvania 17033.

SIXTH: That a copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per share or statement that shares are without par value
Clifford	Common	100,000	\$.01

Dated: 12/31, 2000

TVC COMMUNICATIONS, INC.

By: Barbara S. Persun
Barbara S. Persun, VP & Treasurer