

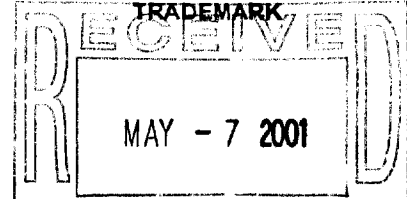
05-17-2001



FORM PTO-1618A
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U.S. Department of Commerce
Patent and Trademark Office



57-01

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
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Document ID #
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Reel # Frame #
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

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.)

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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)

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.

Jeffrey C. Katz
Name of Person Signing


Signature

5-4-01
Date Signed

CERTIFICATE OF MERGER
OF
BROAD STREET PRODUCTIONS, INC.
AND
BSP ACQUISITION CORP.
INTO
BSP ACQUISITION CORP.

Under Section 904 of the
Business Corporation Law

The undersigned, David Dreyfuss, being the President of Broad Street Productions, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of New York, and Bruce Bishop, being the President of BSP Acquisition Corp., a corporation duly organized and existing under and by virtue of the laws of the State of New York, do hereby certify and set forth as follows:

FIRST: The name of each constituent corporation is as follows:

BROAD STREET PRODUCTIONS, INC.

and

BSP ACQUISITION CORP.

SECOND: The name of the surviving corporation is BSP ACQUISITION CORP., a corporation of the State of New York.

THIRD: The designation, number and voting rights of the outstanding shares of each class and series of the constituent corporations is as follows:

BROAD STREET PRODUCTIONS, INC.

<u>Class</u>	<u>Number Issued</u>
Common Stock (Voting)	35,000

BSP ACQUISITION CORP.

<u>Class</u>	<u>Number Issued</u>
Common Stock (Voting)	200

FOURTH: The Certificate of Incorporation of BSP ACQUISITION CORP. will be the Certificate of Incorporation for the Surviving Corporation. The amendments or changes in the

Certificate of Incorporation of the Surviving Corporation that are to be effected by this merger are as follows:

Paragraph FIRST relating to its corporate title shall be amended to read:

“FIRST: The name of the corporation is CITIGATE BROAD STREET INC.”

FIFTH: The date when the Certificate of Incorporation of BROAD STREET PRODUCTIONS, INC. was filed by the New York Department of State is May 10, 1990, and the Restated Certificate of Incorporation was filed on June 25, 1999. The date when the Certificate of Incorporation of BSP ACQUISITION CORP. was filed by the New York Department of State is December 19, 2000.

SIXTH: The merger herein certified was authorized by each constituent corporation by unanimous written consent of the holders of all outstanding shares of the corporations entitled to vote on the Plan of Merger subsequent to the approval of the Board of Directors of each constituent corporation by unanimous written consent.

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This Certificate of Merger was signed on the 15th day of February, 2001.

By: /s/ David Dreyfuss
Name: David Dreyfuss
Title: President

By: /s/ Bruce Bishop
Name: Bruce Bishop
Title: President

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CERTIFICATE OF MERGER
OF
BROAD STREET PRODUCTIONS, INC.
AND
BSP ACQUISITION CORP.
INTO
BSP ACQUISITION CORP.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

FILED
FEB 15 1 45 PM '01

JAC

JCC

DRAWDOWN
CONTINENTAL - 04

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 15 2001
TAX \$ _____
BY: *JAC*
ny

FILED
FEB 15 12 05 PM '01

FILED BY:
DAVIS & GILBERT LLP
1740 BROADWAY
NEW YORK, NEW YORK 10019

4 010215000.546 TRADEMARK

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 **FEB 15 2001**



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

Special Deputy Secretary of State

DOS-1266 (7/00)