

06-20-2001



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- New
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Reel # Frame #
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Conveyance Type

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

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)

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City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
 - 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)

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Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

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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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1899132"/>	<input type="text" value="2100737"/>	<input type="text" value="2126772"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2183469"/>	<input type="text" value="2320360"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Richard S. Eisert, Esq.

6/12/01

Name of Person Signing

Signature

Date Signed

State of Delaware

PAGE 1

Office of the Secretary of State

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:

"VOICE FX CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "STUDENT ADVANTAGE, INC." UNDER THE NAME OF "STUDENT ADVANTAGE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 2:01 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0179150

DATE:

01-04-00

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

VOICE FX CORPORATION
(a Delaware corporation)

INTO

STUDENT ADVANTAGE, INC.
(a Delaware corporation)

Student Advantage, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of Voice FX Corporation, a Delaware corporation.

THIRD: That the Board of Directors of the Corporation, by the following resolutions of its Board of Directors, determined to merge into itself Voice FX Corporation on the conditions set forth in such resolutions: adopted December 13, 1999,

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation merge Voice FX Corporation, a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation, and assume all of said subsidiary's liabilities and obligations;

FURTHER

RESOLVED: That the President, any Vice President and Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Voice FX Corporation into the Corporation and to cause the same to be filed with the Secretary of State of Delaware, and take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;

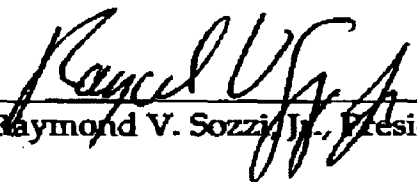
FURTHER

RESOLVED: That the merger of Voice FX Corporation into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer on December 22, 1999.

STUDENT ADVANTAGE, INC.

By:


Raymond V. Sozzi Jr., President

SCHEDULE

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CAMPUS DIRECT and Design	1,899,132	June 13, 1995
VOICE FX	2,100,737	September 30, 1997
Miscellaneous Design (Stylized Telephone Receiver)	2,126,772	January 6, 1998
VOICE FX CORPORATION and Design	2,183,469	August 25, 1998
TRANSCRIPT EXPRESS	2,320,360	February 22, 2000