



08-22-2001



101819379

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼ ▼

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

1. Name of conveying party(ies):

ALL ABOUT VISION, LLC

08/17/01

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: ACCESS MEDIA GROUP, LLC

Internal

Address: _____

Street Address: 11 Campus Boulevard, Suite 100

City: Newtown State: PA Zip: 19073
Square

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: August 2, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,408,519, 2,360,251, 2,412,652 & 2,410,850

Additional number(s) attached Yes No

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

Name: Emmett E. Brown

Internal Address: Tyler Cooper & Alcorn, LLP

Street Address: 1 Landmark Square

City: Stamford State: CT Zip: 06901

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 160.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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.

Emmett E. Brown
Name of Person Signing

Emmett E. Brown
Signature

8/16/01
Date

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

Mail documents to be recorded with required cover sheet information
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/21/2001 DBYRNE

00000218 2408519

01 FC:481
02 FC:482

40.00 OP
75.00 OP

0000108620
Refund Ref: 08/21/2001 DBYRNE

CHECK Refund Total: \$45.00

TRADEMARK

REEL: 002352 FRAME: 0133



AUG 02 2001

Microfilm Number _____

Filed with the Department of State on: _____

Entity Number 2893627

Kim Fitzgerald

Secretary of the Commonwealth

CERTIFICATE OF MERGER OR CONSOLIDATION-LIMITED LIABILITY COMPANY

DSCB:15-8658 (Rev 95)

In compliance with the requirements of 15 Pa.C.S. § 8958 (relating to certificate of merger or consolidation), the undersigned limited liability company(s), desiring to effect a merger or consolidation, hereby state that:

1. The name of the limited liability company surviving the merger or consolidation is: All About Vision, LLC

2. (Check and complete one of the following):

The surviving limited liability company is a domestic limited liability company and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
 Number and Street City State Zip County

(b) c/o: CT Corporation System Philadelphia
 Name of Commercial Registered Office Provider County

For a limited liability company represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the limited liability company is located for venue and official publication purposes.

The surviving limited liability company is a qualified foreign limited liability company formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
 Number and Street City State Zip County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a limited liability company represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the limited liability company is located for venue and official publication purposes.

The surviving limited liability company is a nonqualified foreign limited liability company formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

 Number and Street City State Zip

3. The name and the address of its current registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic limited liability company and qualified foreign limited liability company which is a party to the plan of merger or consolidation are as follows:

Name of Limited Liability Company	Address of Registered Office or Name of Commercial Registered Office Provider	County
_____	_____	_____

DSCB:15-8958 (Rev 95)-2

4. (Check, and if appropriate complete, one of the following):

The plan of merger or consolidation shall be effective upon filing this Certificate of Merger or Consolidation in the Department of State.

The plan of merger or consolidation shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger or consolidation was adopted by each domestic limited liability company is as follows:

Name of Limited Liability Company	Manner of Adoption
All About Vision, LLC	Adopted by the members and managers pursuant to 15 Pa.C.S Section 8957(g).

6. (Strike out this paragraph if no foreign limited liability company is a party to the merger or consolidation): The plan was authorized, adopted or approved, as the case may be, by the foreign limited liability company (or each of the foreign limited liability companies) party to the plan in accordance with the laws of the jurisdiction in which it is organized.

7. (Check, and if appropriate complete, one of the following):

The plan of merger or consolidation is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. 58958(b) (relating to omission of certain provisions of plan of merger or consolidation) the provisions, if any, of the plan of merger or consolidation that amend or constitute the operative Certificate of Organization of the surviving limited liability company as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger or consolidation is on file at the principal place of business of the surviving limited liability company, the address of which is:
501 Office Center Drive, Suite 280, Fort Washington, PA 19034

Number and Street	City	State	Zip

IN TESTIMONY WHEREOF, each undersigned limited liability company has caused this Certificate of Merger or Consolidation to be signed by a duly authorized member or manager thereof this 1st day of August, 2001.

All About Vision, LLC

(Name of Limited Liability Company)

BY: Ronald G. Walker
Ronald G. Walker (Signature)

TITLE: Manager

Access Media Group, L.L.C.

(Name of Limited Liability Company)

BY: Ronald G. Walker
Ronald G. Walker (Signature)

TITLE: Member



PLAN OF MERGER
OF
ACCESS MEDIA GROUP, L.L.C.
AND
ALL ABOUT VISION, LLC

Access Media Group, L.L.C., a New Jersey limited liability company ("AMG"), and All About Vision, LLC ("AAV"), a Pennsylvania limited liability company (AMG and AAV are herein individually referred to as an "LLC", and collectively as the "LLCs"), hereby certify that:

1. The LLCs agree to merge. AAV shall be the surviving LLC in the merger (the "Merger") of AMG with and into AAV, and AAV's name shall be changed to "Access Media Group, LLC" (the "Surviving LLC"). The time when the Merger becomes effective is herein referred to as the "Effective Time of the Merger."
2. The terms and conditions of the Merger were advised, authorized and approved by the unanimous written consent of the members of each LLC and by the Management Board of AAV, in accordance with the requirements of the respective operating agreements of each LLC. Upon the Effective Time of the Merger, AMG shall cease to exist and shall no longer exercise its powers, privileges and franchises, subject to the laws of the State of New Jersey. The Surviving LLC shall succeed to the property and assets of, and exercise all the powers, privileges and franchises of AMG and shall assume and be liable for all the debts and liabilities of AMG.
3. At the Effective Time of the Merger, the Certificate of Organization of AAV (the "Certificate") shall be amended in the following respects:
 - a. The heading of the Certificate shall be amended to read as follows:

"AMENDED AND RESTATED CERTIFICATE OF
ORGANIZATION OF ACCESS MEDIA GROUP, LLC"
 - b. Paragraph Number "1." of the Certificate shall be amended to read as follows:

"1. The name of the limited liability company is "Access Media Group, LLC".

The Certificate, as so amended, shall continue to be the Certificate of Organization of the Surviving LLC.

4. The manner and basis of converting the outstanding interest of each LLC into interests of the Surviving LLC are as follows:

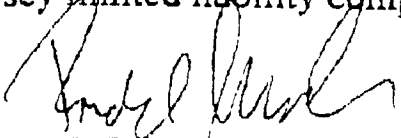
INTENTIONALLY OMITTED

distributed to the other Class A and Class B Members of the Surviving LLC pro-rata according to their respective Interests.

- 5. The Effective Time of the Merger shall be upon the filing of certificates of merger with the Departments of State of the State of New Jersey and the Commonwealth of Pennsylvania.
- 6. At the Effective Time of the Merger, the Limited Liability Company Agreement of AAV (the "LLC Agreement") shall be amended in the manner set forth in Attachment 1.
- 7. This instrument may be executed in counterparts, each of which shall be deemed an original and all of which, taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, AMG and AAV have each caused this Plan of Merger to be signed in its name and on its behalf by its authorized member or manager.

ACCESS MEDIA GROUP, L.L.C.,
a New Jersey limited liability company

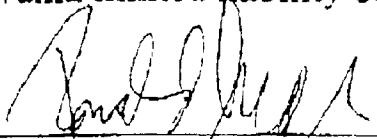
By: 
Ronald G. Walker, Member

Date: 7/11/2001

By: _____
Thomas R. Meinert, Member

Date: _____

ALL ABOUT VISION, LLC,
a Pennsylvania limited liability company

By: 
Ronald G. Walker, Manager and President

Date: 7/11/2001

By: _____
Thomas R. Meinert, Manager and Publisher

Date: _____

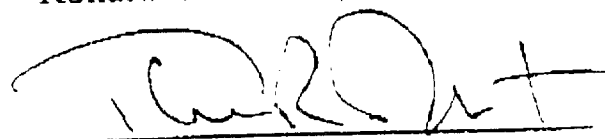
distributed to the other Class A and Class B Members of the Surviving LLC pro-rata according to their respective Interests.

- 5. The Effective Time of the Merger shall be upon the filing of certificates of merger with the Departments of State of the State of New Jersey and the Commonwealth of Pennsylvania.
- 6. At the Effective Time of the Merger, the Limited Liability Company Agreement of AAV (the "LLC Agreement") shall be amended in the manner set forth in Attachment 1.
- 7. This instrument may be executed in counterparts, each of which shall be deemed an original and all of which, taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, AMG and AAV have each caused this Plan of Merger to be signed in its name and on its behalf by its authorized member or manager.

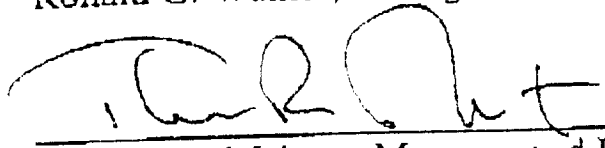
ACCESS MEDIA GROUP, L.L.C.,
a New Jersey limited liability company

By: _____ Date: _____
Ronald G. Walker, Member

By:  _____ Date: 7/11/01
Thomas R. Meinert, Member

ALL ABOUT VISION, LLC,
a Pennsylvania limited liability company

By: _____ Date: _____
Ronald G. Walker, Manager and President

By:  _____ Date: 7/11/01
Thomas R. Meinert, Manager and Publisher