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

Form PTO-159
(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):

NextMedia Group, LLC 7-201

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

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

3. Nature of conveyance:

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

Execution Date: 4-27-00/1-10-00 (See Exhibit A)

2. Name and address of receiving party(ies)

Name: NextMedia Operating, Inc.
Internal Address: 6312 S. Fiddler's Green Circle
~~Street Address:~~ Suite 360-E
City: Englewood State: CO Zip: 80111

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

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

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

A. Trademark Application No.(s)
75/827877

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Matthew L. Leibowitz
Internal Address:

Street Address: One SE Third Avenue
Suite 1450
City: Miami State: FL Zip: 33131

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 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.

Name of Person Signing

Matthew L. Leibowitz
Signature

6/29/01
Date

14

Total number of pages including cover sheet, attachments, and document:
Main documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

Exhibit "A"

The original applicant, NextMedia Group, LLC, was converted into NextMedia Group II, Inc., a Delaware corporation, pursuant to the attached Certificate of Conversion. Subsequently, NextMedia Group II, Inc. merged with and into NextMedia Operating, Inc., a Delaware corporation, pursuant to the attached Certificate of Merger.

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREED, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY, UNDER THE NAME OF "WIKIMEDIA GROUP, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "WIKIMEDIA GROUP, LLC" TO "WIKIMEDIA GROUP INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2008, AT 4:30 O'CLOCK P.M.



3081802 8100V
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Edward J. Freed, Secretary of State

AUTHENTICATION:

0408420

DATE:

04-28-08

**CERTIFICATE OF CONVERSION
OF
NEXTMEDIA GROUP, LLC
INTO
NEXTMEDIA GROUP II, INC.**

FIRST: NextMedia Group, LLC was formed as of August 11, 1999 under the laws of the State of Delaware.

SECOND: NextMedia Group, LLC was the name of the entity to be converted to a Delaware corporation immediately prior to the filing of this Certificate of Conversion.

THIRD: The name of the Delaware corporation into which NextMedia Group, LLC will be converted is NextMedia Group II, Inc.

FOURTH: The entity being converted to a corporation is a Delaware limited liability company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of NextMedia Group, LLC into NextMedia Group II, Inc. this 17th day of April 2000.



Name: Eric Stover
Title: Chief Financial Officer
and Treasurer, duly
authorized

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "NEXTMEDIA OPERATING, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTE DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TENTH DAY OF JANUARY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1053163

DATE: 03-29-01

TRADEMARK

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**CERTIFICATE OF INCORPORATION
OF
NEXTMEDIA OPERATING, INC.**

I, the undersigned natural person acting as an incorporator of a corporation (hereinafter called the "**Corporation**") under the General Corporation Law of the State of Delaware, do hereby adopt the following Certificate of Incorporation for the Corporation:

FIRST: The name of the Corporation is NextMedia Operating, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is located at Corporation Service Company, 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is Corporation Service Company.

THIRD: The purpose for which the Corporation is organized is to engage in any and all lawful acts and activities for which corporations may be organized under the General Corporation Law of Delaware. The existence of the Corporation shall be perpetual.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, par value \$.01 per share, designated Common Stock.

FIFTH: The name of the incorporator of the Corporation is John E. Quatrocchi, and the mailing address of such incorporator is 100 Crescent Court, Suite 1300, Dallas, Texas 75201-6950.

SIXTH: The number of directors constituting the initial board of directors is one (1). The name and mailing address of the person who is to serve as director until the first annual meeting of stockholders or until his successor is elected and qualified are Sean Stover, 6312 Fiddler's Green Circle, Suite 360E, Englewood, Colorado 80011.

SEVENTH: Directors of the Corporation need not be elected by written ballot unless the bylaws of the Corporation provide otherwise.

EIGHTH: Directors of the Corporation shall have the power to adopt, amend, or repeal the bylaws of the Corporation.

NINTH: No contract or transaction between the Corporation and one or more of its directors, officers, or stockholders or between the Corporation and any person (as used herein "person" means any other corporation, partnership, association, firm, trust, joint venture, political subdivision, or instrumentality) or other organization in which one or more of its directors, officers, or stockholders are directors, officers, or stockholders, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board of directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitutes less than a quorum; (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the board of directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

TENTH: The Corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Tenth is in effect. Any repeal or amendment of this Article Tenth shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Tenth. Such right shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to

the maximum extent permitted under the Delaware General Corporation Law, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Delaware General Corporation Law, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, by-law, resolution of stockholders or directors, agreement, or otherwise.

The Corporation may additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

ELEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or amendment of this Article Eleventh by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an

act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Eleventh, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Delaware General Corporation Law.

TWELFTH: The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of Delaware.

I, the undersigned, for the purpose of forming the Corporation under the laws of the State of Delaware, do make, file, and record this Certificate of Incorporation and do certify that this is my act and deed and that the facts stated herein are true and, accordingly, I do hereunto set my hand on this 17th day of May, 2000.

John E. Quattrocchi

John E. Quattrocchi, Esq.

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
NEXTMEDIA OPERATING, INC.**

Pursuant to Section 242 of the Delaware General Corporation Law

NextMedia Operating, Inc., (the "Corporation"), a corporation existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), does here by certify:

1. The name of the Corporation is **NEXTMEDIA OPERATING, INC.**
2. The certificate of incorporation of the Corporation is hereby amended by deleting paragraph Fourth thereof and by replacing said paragraph Fourth with the following new paragraph Fourth:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Three Thousand (3,000) shares, par value \$0.01 per share, designated Common Stock."

3. This amendment to the certificate of incorporation of the Corporation has been duly adopted by the written consent of the board of directors of the Corporation and by the written consent of the stockholders of the Corporation entitled to vote thereon, in accordance with the provisions of Sections 141, 228 and 242 of the DGCL, as applicable.

4. The effective time of the amendment herein certified shall be upon the filing of this Certificate of Amendment in the records of the office of the Secretary of State of the State of Delaware.

Dated: January 5, 2001

NEXTMEDIA OPERATING, INC.

By: 

Sean R. Stover,
Sr. Vice President, Chief Financial
Officer and Treasurer

CERTIFICATE OF MERGER
OF
NEXTMEDIA GROUP II, INC.
WITH AND INTO
NEXTMEDIA OPERATING, INC.

NextMedia Operating, Inc., a Delaware corporation ("Operating"), pursuant to the provisions of Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL") and in accordance with Section 103 of the DGCL, does hereby certify the following facts:

1. The constituent business corporations participating in the merger certified herein are as follows:
 - (i) Operating, which is incorporated under the laws of the State of Delaware; and
 - (ii) NextMedia Group II, Inc., which is incorporated under the laws of the State of Delaware.
2. An agreement of merger (the "Agreement of Merger") has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the DGCL.
3. The name of the surviving corporation in the merger is "NextMedia Operating, Inc.," which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the DGCL.
4. The certificate of incorporation of Operating, as now in force and effect, shall continue to be the certificate of incorporation of said surviving corporation until amended and changed pursuant to the provisions of the DGCL.

5. The executed Agreement of Merger between the constituent corporations is on file at an office of the surviving corporation, the address of which is as follows:

6312 Fiddler's Green Circle
Suite 360E
Englewood, CO 80111

6. A copy of the Agreement of Merger will be furnished by the surviving corporation, on request, and without cost, to any stockholder of either of the constituent corporations.
7. The Agreement of Merger between the constituent corporations provides that the merger herein certified shall be effective upon the filing of this Certificate of Merger with the Office of the Secretary of State of the State of Delaware.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, Operating has caused this Certificate of Merger to be executed this 10th day of January, 2001.

NEXTECHA OPERATING, INC.

By: 

Name: Sean R. Stover

Title: President

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REBERTZ & ASSOCIATES P.A.

TRADEMARK ACCOUNTING

DATE

10/25/01





UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
 ASSISTANT SECRETARY AND COMMISSIONER
 OF PATENTS AND TRADEMARKS
 Washington, D.C. 20231

SEPTEMBER 11, 2001

PTAS



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MATTHEW L. LEIBOWITZ
 ONE SE THIRD AVENUE
 SUITE 1450
 MIAMI, FL 33131

UNITED STATES PATENT AND TRADEMARK OFFICE
 NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 101769665

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. A FEE WAS NOT SUBMITTED WITH THIS DOCUMENT. AUTHORIZATION TO CHARGE WAS NOT GRANTED. THE REQUIRED FEE IS \$0 .
2. EACH DOCUMENT AND TRANSACTION SUBMITTED FOR RECORDING MUST BE ACCOMPANIED BY AT LEAST ONE COVER SHEET, THE DOCUMENT OR TRANSACTION SUBMITTED REQUIRES 2 NUMBER COVER SHEET(S).

LAZENA MARTIN, EXAMINER
 ASSIGNMENT DIVISION
 OFFICE OF PUBLIC RECORDS