

02-04-2002

FORM PTO-1594

(Rev. 6-93)

OMB No. 0651-001 (exp. 4/94)



SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101968815

To the Honorable Commissioner of Patents and Trademarks. Please return this original documents or copy thereof.

1. Name of conveying party(ies):
 Voice FX Corporation 1-16-02
 Lee Park Office Complex
 1100 E. Hector Street, 4th Floor
 Conshohocken Pennsylvania 19428

Association
 Limited Partnership
 Corporation-State: Delaware
 Other

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

2. Name and address of receiving party(ies):
 Name: Student Advantage, Inc.
 Internal Address:
 Street Address: 280 Summer Street
 City: Boston State: MA Zip: 02210

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: December 22, 1999

4. Application number(s) or trademark number(s):
 A. Trademark Application No.(s)
 SEE ATTACHED LIST

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michael Bevilacqua, Esquire
 Internal Address: Hale and Dorr LLP
 Street Address: 60 State Street
 City: Boston State: MA ZIP: 02109

6. Total number of applications and registration involved:
 7 (seven)

7. Total fee (37 CFR 3.41).....\$190.00
 Enclosed
 Authorized to be charged to deposit account
Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 08-0219
 (Attach duplicate copy of this page if paying by deposit account)

02/01/2002 6TOM11 00000076 080219 1899132
 01 FC:481 40.00 CH
 02 FC:482 150.00 CH

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.

Michael Bevilacqua, Esquire Michael Bevilacqua November 8, 2001
 Name of Person Signing Signature Date

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

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

108.543.146
 Hale and Dorr LLP Docket Number

TRADEMARK
 REEL: 002436 FRAME: 0292

REGISTRATIONS

TRADEMARK	REG. NO.	REG. DATE
CAMPUS DIRECT and design	1899132	06/13/95
FX DIRECT	2119870	12/09/97
MISCELLANEOUS DESIGN	2126772	01/06/98
TRANSCRIPT EXPRESS	2320360	02/22/00
VOICE FX	2100737	09/30/97
VOICE FX CORPORATION and design	2183469	08/25/98

APPLICATIONS

VOICE FX CORPORATION and design	75/424607	01/28/98
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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

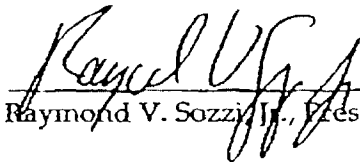
RESOLVED: That the President, any Vice President and Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Voice FX Corporation into the Corporation and to cause the same to be filed with the Secretary of State of 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