

02-21-2002

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TRADEMARKS ONLY

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):
National Syndications, Inc.
230 Fifth Avenue
New York, New York 10001 *1-28-02*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New York
 Other _____

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

2. Name and address of receiving party(ies)
Name: National Syndications, Inc.
Internal
Address: _____
Street Address: 230 Fifth Avenue
City: New York State: NY Zip: 10001

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: January 11, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

See Schedule A

B. Trademark Registration No.(s)

See Schedule B

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: William R. Hansen, Esq.
Internal Address: Nims, Howes, Collison,
Hansen & Atkins, L.L.P.

Suite 3500

Street Address: 605 Third Avenue
00000114 76264697
City: New York State: NY Zip: 10158

6. Total number of applications and registrations involved: 30

7. Total fee (37 CFR 3.41).....\$ 765

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

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

02/20/2002 101A21
01 FC:461
02 FC:462

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.

William R. Hansen, Esq.
Name of Person Signing

[Signature]
Signature 13 January 28, 2002
Date

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

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

TRADEMARK
REEL: 002447 FRAME: 0328

Assignment by Merger

Schedule A : U.S. Patent and Trademark Office Trademark Applications

| Trademark | Application Serial Number |
|--|----------------------------------|
| 1. 123 NO MORE SNORE | 76/264,697 |
| 2. ABCYCLE | 76/264,702 |
| 3. COMFORT CARRY-ALL (Stylized) | 76/046,464 |
| 4. GLUCOSAMEND | 76/060,540 |
| 5. PUBLISHERSCHOICE.COM | 76/102,799 |
| 6. ROGERS & WEBSTER COLLECTIBLES (Stylized) | 75/892,232 |
| 7. ROGERS & WEBSTER COLLECTIBLES | 75/892,044 |
| 8. URBAN CARRIER | 76/175,007 |
| 9. VISION PLUS BY AMERICAN FAMILY | 78/085,594 |

Assignment by Merger

Schedule B : U.S. Patent and Trademark Office Trademark Registrations

| Trademark | Registration Number |
|---|---------------------|
| 1. AMAZING BREAKTHROUGHS IN HEALTH | 1,866,588 |
| 2. AMERICAN FAMILY | 760,749 |
| 3. AMERICAN FAMILY | 1,884,053 |
| 4. AMERICAN FAMILY | 2,523,351 |
| 5. CUTEST CAT CAPERS | 2,149,687 |
| 6. GARDENER'S CHOICE | 1,482,770 |
| 7. HARD HAT HARRY | 1,872,362 |
| 8. HARD HAT HARRY'S | 2,432,441 |
| 9. HEALTHSTYLE | 2,126,476 |
| 10. HELENA WINDSOR | 1,458,832 |
| 11. LADY ROYALE | 1,500,017 |
| 12. PUBLISHERS CHOICE VIDEO | 2,017,097 |
| 13. PUBLISHERS CHOICE | 1,670,226 |
| 14. PUBLISHERS CHOICE | 1,445,671 |
| 15. PUBLISHERS CHOICE | 1,677,930 |
| 16. ROGERS & WEBSTER | 1,484,768 |
| 17. THE ULTIMATE AQUARIUM VIDEO | 2,242,365 |
| 18. THE ULTIMATE FIREPLACE VIDEO | 2,240,107 |
| 19. WORLD'S GREATEST TRAIN RIDE VIDEOS and Design | 2,190,185 |
| 20. WORLD'S GREATEST TRAIN RIDE VIDEOS and Design | 2,190,184 |
| 21. WORLD'S MOST EXOTIC TRAVEL DESTINATIONS and Design | 2,168,293 |

The First 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 "NATIONAL SYNDICATIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

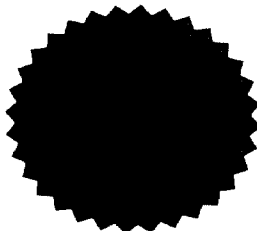
CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF AUGUST, A.D. 2000, AT 12 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, CHANGING ITS NAME FROM "NATIONAL SYNDICATION, INC." TO "NATIONAL SYNDICATIONS INC.", FILED THE TWENTY-SECOND DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NATIONAL SYNDICATIONS INC." TO "CROSS MEDIA MARKETING SYNDICATIONS CORPORATION", FILED THE TWENTIETH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "CROSS MEDIA MARKETING SYNDICATIONS CORPORATION" TO "NATIONAL SYNDICATIONS, INC.", FILED THE ELEVENTH DAY OF JANUARY, A.D. 2002, AT 2 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1567882

DATE: 01-18-02

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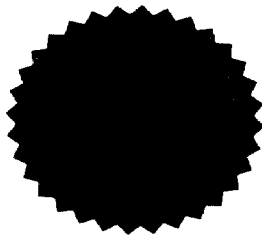
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Delaware

PAGE 2

The First State

AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1567882

DATE: 01-18-02
TRADEMARK

REEL: 002447 FRAME: 0332

**CERTIFICATE OF INCORPORATION
OF
NATIONAL SYNDICATION, INC.**

Section 1. The name of the corporation is National Syndication, Inc.(the "Corporation").

Section 2. The address of the registered office of the Corporation in Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, and the name of the registered agent of the Corporation at such address is The Corporation Trust Company.

Section 3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "Delaware General Corporation Law").

Section 4. The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$0.001 per share.

Section 5. The name and mailing address of the sole incorporator are as follows:


Gary I. Fitzgerald
c/o Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, NY 10022

Section 6. The Corporation is to have perpetual existence.

Section 7. The Board of Directors shall have the power to make, alter or repeal the By-Laws of the Corporation, subject to the power of the stockholders to alter or repeal the By-Laws made or altered by the Board of Directors. Except as required in the By-Laws, election of directors need not be by ballot.

Section 8. The Corporation, to the fullest extent permitted by the provisions of §145 of the Delaware General Corporation Law, as the same may be amended and supplemented, shall indemnify each person who is or was an officer or Director of the Corporation and may indemnify any and all other persons whom it shall have power to indemnify under such section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. The personal liability of the Directors of the Corporation shall hereby also be eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the Delaware General Corporation Law. If the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a Director, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

I, THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the Delaware General Corporation Law, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts in this certificate stated are true, and accordingly have executed this certificate on this 11 day of August, 2000.



Gary T. Fitzgerald
Sole Incorporator

**CERTIFICATE OF CORRECTION OF
THE CERTIFICATE OF INCORPORATION
OF
NATIONAL SYNDICATION, INC.**

Pursuant to Section 103(f) of the General Corporations Law of the State of Delaware

National Syndication, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows: -

1. The name of the Corporation is National Syndication, Inc.
2. The Corporation filed a Certificate of Incorporation with the Secretary of State of Delaware on August 11, 2000.
3. That Certificate of Incorporation requires correction as the name of the Corporation is incorrect.
4. Section One of the Certificate of Incorporation is hereby corrected by striking out Section One in its entirety and substituting a new Section One, which reads as follows :

"Section 1: The name of the Corporation is National Syndications Inc. (the "Corporation")."

Signed on August 22, 2000.


Gary T. Fitzgerald
Sole Incorporator

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
NATIONAL SYNDICATIONS INC.**

Pursuant to Section 242 of the
General Corporation Law of the
State of Delaware

National Syndications Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

FIRST: The name of the Corporation is National Syndications Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on August 11, 2000.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation by amending Article FIRST as follows:

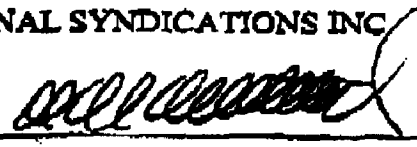
"FIRST: The name of the Corporation is Cross Media Marketing Syndications Corporation."

FOURTH: The foregoing amendment to the Corporation's Certificate of Incorporation was declared advisable by the Board of Directors of the Corporation pursuant to a resolution duly adopted as of April 20, 2001, and was duly adopted in accordance with the provisions of Section 242(b) of the Delaware General Corporation Law by the vote of a majority of the stockholders of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed this 20 day of April, 2001.

NATIONAL SYNDICATIONS INC

By: _____



Name: Ronald Altbach

Title: CEO

KL1009639.1

04/24 '01 10:06 NO.267 02/03

CSC

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CERTIFICATE OF MERGER

OF

**NATIONAL SYNDICATIONS, INC.
(a New York corporation)**

INTO

**CROSS MEDIA MARKETING SYNDICATIONS CORPORATION
(a Delaware corporation)**

(Under Section 252 of the Delaware General Corporation Law)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) National Syndications, Inc., which is incorporated under the laws of the State of New York ("NSI"); and
- (ii) Cross Media Marketing Syndications Corporation, which is incorporated under the laws of the State of Delaware (the "Surviving Corporation").

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by NSI in accordance with the laws of the State of New York and by the Surviving Corporation in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Cross Media Marketing Syndications Corporation, which will continue its existence as said surviving corporation under the name National Syndications, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of the Surviving Corporation, is to be amended and changed by reason of the merger herein certified by striking out Article FIRST thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following article:

"FIRST: The name of the Corporation is National Syndications, Inc."

; and said Certificate of Incorporation as so amended and changed shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

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

c/o Cross Media Marketing Corporation
461 Fifth Avenue, 19th Floor
New York, New York 10017

6. A copy of the aforesaid Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the aforesaid constituent corporations.

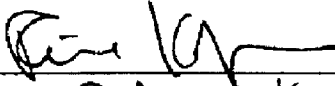
7. The authorized capital stock of NSI consists of 20,000 shares of a par value of \$1.00 each.

8. The effective date of the merger shall be the date of filing of this Certificate of Merger by the Department of State of the State of Delaware.

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IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, as of the 11th day of January, 2002.

CROSS MEDIA MARKETING SYNDICATIONS
CORPORATION

By: 
Name: RICHARD KAUFMAN
Title: PRESIDENT