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FORM PTO-1584

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Martha Stewart Living Omnimedia LLC
20 West 43rd Street
New York, NY 10036

- Individual(s)
- General Partnership
- Corporation
- Other:

- Association
- Limited Partnership

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies):

Martha Stewart Living Omnimedia, Inc.
20 West 43rd Street
New York, NY 10036

- Individual(s) Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- 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(s) attached: Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:

- Merger
- Change of Name

Effective Date: October 18, 1999

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

A. Trademark Application No.(s) 75/809,492
75/809,007

B. Trademark Registration No.(s)

Additional Numbers attached? Yes No

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FINANCE SECTION

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

Name: HOWARD J. SHIRE, ESQ.
Address: KENYON & KENYON
One Broadway
New York, New York 10004

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41) \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

JEAN PELKOWSKI
Name of Person Signing

Signature

3/28/02
Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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Office of the Secretary of State

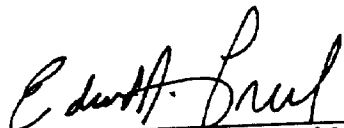
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MARTHA STEWART LIVING OMNIMEDIA LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "MARTHA STEWART LIVING OMNIMEDIA, INC." UNDER THE NAME OF "MARTHA STEWART LIVING OMNIMEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1999.




Edward J. Freel, Secretary of State

AUTHENTICATION: 0842396

DATE: 12-08-00

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CERTIFICATE OF MERGER

OF

MARTHA STEWART LIVING OMNIMEDIA LLC

WITH AND INTO

MARTHA STEWART LIVING OMNIMEDIA, INC.

Pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, Martha Stewart Living Omnimedia, Inc. hereby certifies that:

1. The name and state of domicile or formation of each of the constituent entities of the merger herein certified is as follows:

<u>Name</u>	<u>State of Domicile or Formation</u>
Martha Stewart Living Omnimedia LLC	Delaware
Martha Stewart Living Omnimedia, Inc.	Delaware

2. An agreement and plan of merger ("Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

3. The name of the surviving entity, which is and shall be a Delaware corporation, is "Martha Stewart Living Omnimedia, Inc."

4. The Certificate of Incorporation of Martha Stewart Living Omnimedia, Inc. shall be the certificate of incorporation of the surviving corporation.

5. The executed Merger Agreement is on file at the office of the surviving corporation, the address of which is 11 West 42nd Street, New York, New York 10036.

6. A copy of the Merger Agreement will be furnished by Martha Stewart Living Omnimedia, Inc., on request and without cost, to any stockholder of Martha Stewart Living Omnimedia, Inc. or any member of Martha Stewart Living Omnimedia LLC.

7. This Certificate of Merger shall be effective as of 9:00 a.m. Eastern Time on October 22, 1999.

IN WITNESS WHEREOF, the undersigned has duly executed this
Certificate of Merger as of October 18, 1999.

MARTHA STEWART LIVING OMNIMEDIA, INC.

By: 
Name: Martha Stewart
Title: Chairman and Chief Executive Officer