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05-07-2002

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



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

Tab settings

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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):

Ivy Productions, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 2-23-2000

2. Name and address of receiving party(ies)

Name: Experienceinc Corporation

Internal

Address:

Street Address: 250 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,153,649

Additional number(s) attached Yes No

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

Name: William H. Murray, Esquire

Internal Address: Duane Morris LLP

Street Address: One Liberty Place

City: Philadelphia State: PA Zip: 19103

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.

Nicole K. McLaughlin Name of Person Signing

Signature

4/12/02 Date

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

8

05/06/2002 DBYRNE 00000055 2153649 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002500 FRAME: 0062

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ~~*CONSOLIDATION*~~ / *MERGER (General Laws, Chapter 156B, Section 79)

SECRETARY OF THE
COMMONWEALTH

00 FEB 23 PM 30
COMMONWEALTH OF MASSACHUSETTS

~~*consolidation*~~ merger of

Ivy Productions, Inc.

(a Massachusetts corporation)

and

Experienceinc Corporation

(a Delaware corporation)

the constituent corporations, into

Experienceinc Corporation

~~*consolidation*~~ one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~*consolidation*~~ merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~*resulting*~~ surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~*consolidation*~~ merger determined pursuant to the agreement of ~~*consolidation*~~ merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)
**The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger: *NA*

C
P
M
R.A.

(For a consolidation)
(a) The purpose of the *resulting* corporation is to engage in the following business activities: *NA*

**Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.*

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

** (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

** (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

** (c) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

Item 4 below may be deleted if the ~~resulting~~ /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not a permanent* part of the Articles of Organization of the ~~resulting~~ surviving corporation.

(a) The street address of the ~~resulting~~ surviving corporation in Massachusetts is: (post office boxes are not acceptable)

** If there are no provisions state "None".

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ surviving corporation is:

NAME RESIDENTIAL ADDRESS POST OFFICE ADDRESS

President:

Assurer:

Clerk:

Directors:

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ surviving corporation shall end on the last day of the month of:

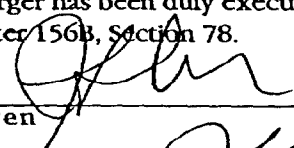
(d) The name and business address of the resident agent, if any, of the ~~resulting~~ surviving corporation is:

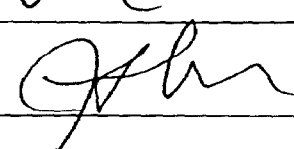
Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ surviving corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ surviving corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~President / Vice President~~ and ~~Clerk / Assistant Clerk~~ of Ivy Productions, Inc., a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that the agreement of ~~consolidation~~ merger has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.

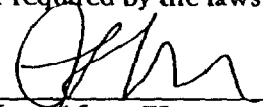

Jennifer Floren  , ~~President / Vice President~~

Jennifer Floren  , ~~Clerk / Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † President and †† Secretary of Experienceinc Corporation, a corporation organized under the laws of Delaware, further state under the penalties of perjury that the agreement of ~~consolidation~~ merger has been duly adopted by such corporation in the manner required by the laws of Delaware

*Delete the inapplicable words.
†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.
††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation.

† Jennifer Floren  , President
†† Jennifer Floren  , Secretary

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION / *MERGER
(General Laws, Chapter 156B, Section 79)

I hereby approve the within Articles of *Consolidation / *Merger and,
the filing fee in the amount of \$ _____, having been paid,
said articles are deemed to have been filed with me this _____
day of _____, 19 _____.

Effective date _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Dana C. Blakslee
Duane, Morris & Heckscher LLP

One International Place, 14th Floor

Boston, MA 02110-2600

Telephone: (617) 598-3124

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:

"IVY PRODUCTIONS, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "EXPERIENCEINC CORPORATION" UNDER THE NAME OF "EXPERIENCEINC CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

0276069

AUTHENTICATION:

02-24-00

DATE:

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CERTIFICATE OF MERGER

OF

IVY PRODUCTIONS, INC.
(a Massachusetts Corporation)

INTO

EXPERIENCEINC CORPORATION
(a Delaware Corporation)

The undersigned corporation
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Ivy Productions, Inc.	Massachusetts
Experienceinc Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Experienceinc Corporation, a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Experienceinc Corporation, a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement and Plan of Merger is on file at the office of the surviving corporation, the address of which is 250 Summer-Street, Boston, Massachusetts 02210.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share of Statement That Shares are Without Par Value</u>
Ivy Productions, Inc.	Common	1,200,000	No Par Value
	Series A Convertible Preferred	140,439	\$.01 Par Value
	Series B Convertible Preferred	196,276	\$.01 Par Value
	Undesignated Preferred	163,285	\$.01 Par Value

EIGHTH: That this Certificate of Merger shall be effective on the date it is filed with the Secretary of State of Delaware.

Dated: February ~~23~~ 2000

EXPERIENCEINC CORPORATION
A Delaware Corporation

By: 
Jennifer Floren, President

BOS26057: