

Form PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

REC



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

VALASSIS INSERTS, INC.

H. 29.02

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

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

2. Name and address of receiving party(ies)

Name: VALASSIS COMMUNICATIONS, INC.

Internal Address:

Street Address: 19975 Victor Parkway

City: Livonia State: MI ZIP: 48152-7001

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

Execution Date: March 31, 1993

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,716,341

Additional numbers attached? Yes No

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

Name: Elizabeth F. Janda, Esq.

Internal Address: Brooks & Kushman P.C.

Street Address: 1000 Town Center

22nd Floor

City: Southfield State: MI Zip: 48075

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.

Elizabeth F. Janda
Name of Person Signing

Elizabeth F. Janda
Signature

04/18/02
Date

Total number of pages including cover sheet, attachments, and document: 6

State of Delaware
Office of the Secretary of State

I. WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF VALASSIS COMMUNICATIONS, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING VALASSIS INSERTS, INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH. A.D. 1993, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE APPROPRIATE COUNTY RECORDER OF DEEDS FOR RECORDING.

.....



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: * 3844033

DATE: 04/01/1993
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TRADEMARK

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CERTIFICATE OF OWNERSHIP AND MERGER
OF
VALASSIS INSERTS, INC.
INTO
VALASSIS COMMUNICATIONS, INC.

(Pursuant to Section 253
of
the General Corporation Law of Delaware)

* * * * *

The undersigned corporation, Valassis Communications, Inc., DOES HEREBY CERTIFY:

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

<u>Name</u>	<u>State of Incorporation</u>
Valassis Communications, Inc.	Delaware
Valassis Inserts, Inc.	Delaware

SECOND: That Valassis Communications, Inc. owns all the capital stock of Valassis Inserts, Inc. and, by a resolution of its Board of Directors duly adopted at a meeting held on the 6th day of January 1993, determined to and did merge into itself said Valassis Inserts, Inc., which resolution is in the following words:

RESOLVED, that the Corporation merge (the "Merger") with Valassis Inserts, Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Valassis Inserts"), in accordance with Section 253 of the Delaware General Corporation Law (the "GCL") and that the Corporation be the surviving corporation in such Merger; and further

RESOLVED, that the President and Chief Executive Officer of the Corporation be and hereby is authorized and directed to execute a Certificate of Ownership and Merger (the "Certificate of Merger") in accordance with Section 103 of the GCL, setting forth the resolutions set forth herein and that such Certificate of Merger be

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duly filed with the office of the Recorder of New Castle County in the State of Delaware all in accordance with the GCL; and further

RESOLVED, that the name of the surviving corporation in the Merger shall be Valassis Communications, Inc., and that the Certificate of Merger shall set forth the name of the surviving corporation; and further

RESOLVED, that pursuant to the Merger and upon consummation thereof, all outstanding shares of Valassis Inserts shall be automatically canceled; and further

RESOLVED, that these resolutions and the Merger shall and hereby do constitute a "Plan of Liquidation" under Section 332 of the Internal Revenue Code of 1986, as amended; and further

RESOLVED, that the merger shall be consummated with 90 days; provided, however, that the Board of Directors of the Corporation, at any time prior to the consummation of the Merger, may amend or terminate any of the provisions of the foregoing resolutions or abandon the merger; and further

RESOLVED, that the officers of the Corporation be and each of them hereby is authorized and directed to execute and deliver, in the name and on behalf of the Corporation and under its corporate seal or otherwise, any and all other instruments and documents and to do and perform any and all such further acts and deeds as they or any of them may deem necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolution and the transactions contemplated thereby.

THIRD: That the name of the surviving corporation of the merger is Valassis Communications, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Valassis Communications, Inc., the Delaware corporation which is the surviving corporation of the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the merger shall become effective upon filing this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 31st day of March 1993.

VALASSIS COMMUNICATIONS, INC.,

By: Robert L. Recchia
Robert L. Recchia
Vice President

By: Barry P. Hoffman
Barry P. Hoffman
Secretary