

06-07-2002

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102115289

To the Honorable Commissioner of Patents and Trademarks: Please record the attached 102115289 hereof.

1. Name of conveying party(ies):
 Martha Stewart Living Omnimedia, LLC
 11 West 42nd Street
 New York, New York 10036
6.4.02

Individual(s) U.S. Association
 General Partnership Limited Partnership
 Corporation
 Other:

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

2. Name and address of receiving party(ies):
 Martha Stewart Living Omnimedia, Inc.
 11 West 42nd Street
 New York, New York 10036

Individual(s) Citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other:

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Effective Date: October 22, 1999

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

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)

See attached Schedule A See attached Schedule B

Additional Numbers attached? Yes No

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

Name: Howard Shire, Esq.
 Address: KENYON & KENYON
 One Broadway
 New York, New York 10004

6. Total number of applications and registrations involved: **54**

7. Total fee (37 C.F.R. 3.41) \$1365.00
 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.

06/07/2002 LNUELLER 00000009 110600 2127564

01 FC:481 40.00 CH
 02 FC:482 1325.00 CH

Jean Redwood
 Name of Person Signing

Jean Redwood
 Signature

5/9/02
 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:

Commissioner of Patents and Trademarks
Box Assignments
Washington DC 20231

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TRADEMARK

REEL: 002524 FRAME: 0888

SCHEDULE A

TRADEMARK	APPLICATION / REGISTRATION NUMBER
ARAUCANA COLORS	2,127,564
ARAUCANA	2,162,320
ASKMARTHA	2,184,612
ASKMARTHA	2,253,864
ASKMARTHA	2,184,409
AT HOME WITH MARTHA STEWART	1,560,990
AT HOME WITH MARTHA STEWART	1,566,030
BABY BABY	75/758,855
CLOTHESKEEPING	2,536,957
CLOTHESKEEPING	2,494,794
GOOD THINGS	2,328,270
GOOD THING	2,272,142
HOMEKEEPING	75/659,121
HOMEKEEPING	75/659,280
LILY POND	75/943,360
M MARTHA BY MAIL BASICS	2,059,953
MARTHA STEWART EVERYDAY	75/521,709
MARTHA STEWART EVERYDAY	75/522,338
MARTHA STEWART LIVING	2,339,976
MARTHA STEWART'S WEDDING PLANNER	75/594,513
MARTHA BY MAIL	2,180,978
MARTHA STEWART LIVING	2,208,568
MARTHA STEWART EVERYDAY	75/521,712
MARTHA STEWART EVERYDAY PRIMER	2,263,961

MARTHA STEWART EVERYDAY	2,182,768
MARTHA STEWART LIVING	1,709,962
MARTHA STEWART EVERYDAY BABY	75/758,764
MARTHA STEWART WEDDINGS	75/594,560
MARTHA STEWART EVERYDAY	2,186,450
MARTHA STEWART WEDDINGS	75/593,450
MARTHA STEWART EVERYDAY	2,502,391
MARTHA STEWART EVERYDAY COLORS	2,248,554
MARTHA STEWART EVERYDAY	2,186,451
MARTHA STEWART EVERYDAY	2,502,391
MARTHA STEWART LIVING	1,947,885
MARTHA BY MAIL	2,046,561
MARTHA STEWART EVERYDAY	2,184,653
MARTHA'S WEDDING PLANNER	75/594,511
MARTHA'S WEDDING PLANNER	75/594,449
MARTHA'S CALENDAR	75/594,481
MARTHA'S WEDDING CALENDAR	75/594,533
MARTHA'S WEDDING CALENDAR	75/594,538
MARTHA'S FINE PAINTS	75/759,283
MARTHA'S FLOWERS	75/809,494
MARTHA'S SCRAPBOOK	2,429,102
MARTHASFLOWERS	2,537,020
MARTHASTEWARD.COM	2,353,116
SKYLANDS	75/494,811
THE COLORS OF THE GARDEN	2,201,640
THE SKYLANDS COLORS	2,460,324
THE BEST OF MARTHA STEWART LIVING	2,209,053

MARTHA STEWART WEDDINGS	75/594,433
MARTHASFLOWERS.COM - Cl. 31	75/809,492
MARTHASFLOWERS.COM - Cl. 35	75/809,007

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State
AUTHENTICATION: 0842403

3074261 8100M

001604273

DATE: 12-08-00

TRADEMARK
REEL: 002524 FRAME: 0892

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.

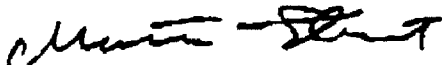
5. The executed Merger Agreement is on file at the office of the surviving corporation, the address of which is 11 West 42nd Street, New York, New York 10036.

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