

07-03-2002

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Popular Magazine Group, Inc.

Del/26/02

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

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

3. Nature of conveyance:

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

Execution Date: 12/11/00

2. Name and address of receiving party(ies)

Name: Kappa Publishing Group, Inc.

Internal Address: _____

Street Address: 40 Skippack Pike, P.O. Box 736

City: Fort Washington State: PA Zip: 19034

- 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) 1,201,081;

1,481,591; and 2,105,996

Additional number(s) attached Yes No

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

Name: Timothy D. Pecsénye, Esquire

Internal Address: _____

Blank Rome Comisky & McCauley LLP

Street Address: One Logan Square

City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2555

DO NOT USE THIS SPACE

9. Signature.

Timothy D. Pecsénye, Esquire

Name of Person Signing

Signature

June 25, 2002

Date

Total number of pages including cover sheet, attachments, and document: 5

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

07/02/2002 6TOM11 00000227 1201081

01 FC:461 40.00 OP
02 FC:482 50.00 OP

TRADEMARK
REEL: 002536 FRAME: 0648

Delaware

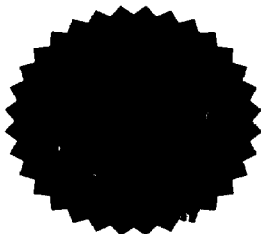
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"POPULAR MAGAZINE GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "KAPPA PUBLISHING GROUP, INC." UNDER THE NAME OF "KAPPA PUBLISHING GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2249459 8100M

020401165

AUTHENTICATION: 1844844

DATE: 06-21-02

TRADEMARK

REEL: 002536 FRAME: 0649

CERTIFICATE OF MERGER

OF

POPULAR MAGAZINE GROUP, INC.
(a Delaware corporation)

WITH AND INTO

KAPPA PUBLISHING GROUP, INC.
(a Delaware corporation)

The undersigned corporations

DO HEREBY CERTIFY THAT:

FIRST: 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>
POPULAR MAGAZINE GROUP, INC	Delaware
KAPPA PUBLISHING GROUP, INC.	Delaware

SECOND: 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 251 of the Delaware General
Corporation Law.

THIRD: The name of the surviving corporation of the merger is KAPPA PUBLISHING GROUP, INC., a Delaware corporation.

FOURTH: The Certificate of Incorporation of KAPPA PUBLISHING GROUP, INC., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

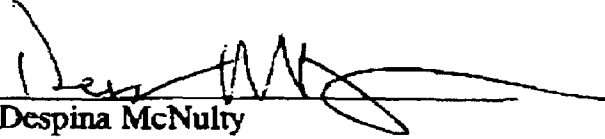
FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 40 Skippack Pike, P.O. Box 736, Fort Washington, Pennsylvania 19034.

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

SEVENTH: This Certificate of Merger shall be effective for accounting purposes only at 11:59 p.m. EDT on December 31, 2000 and for all other purposes on such date and at such time as all applicable legal requirements (including required filings) have been fulfilled to consummate the merger.

Dated: December 11, 2000

KAPPA PUBLISHING GROUP, INC.
(a Delaware corporation)

By: 
Despina McNulty
Executive Vice President


ATTEST:


Andrea Duloc
Assistant Secretary

POPULAR MAGAZINE GROUP, INC.
(a Delaware corporation)

By: 
William R. Mainwaring
President

ATTEST:


Andrea Duloc
Assistant Secretary

BLANK ROME COMISKY & McCAULEY LLP

Counselors at Law

*Delaware
Florida
Maryland
New Jersey
New York
Ohio
Pennsylvania
Washington, DC*

Direct Dial: (215) 569-5619
Fax: (215) 569-5628
Email: pecsenye@blankrome.com

June 26, 2002

VIA EXPRESS MAIL

Commissioner for Trademarks
Box Assignments/Fee
Washington, D.C. 20231

Attn: Assignment Branch

Dear Madam:

Enclosed for recordation is a "Certified Copy of a Certificate of Merger" showing the merger of the following marks from Popular Magazine Group, Inc. ("ASSIGNOR") to Kappa Publishing Group, Inc. ("ASSIGNEE"):

Trademark	Registration No.	Registration Date
POPULAR PUZZLES and Design	1,201,081	July 13, 1982
DAILY CROSSWORDS QUALITY PUZZLES AT AN OLD-FASHIONED PRICE and Design	1,481,591	March 22, 1988
PSYCHIC WORLD	2,105,996	October 14, 1997

A check for \$90.00 to cover the recordation and filing fees is also enclosed. If there are any additional fees due in connection with the filing of this Assignment, please charge the fees to our Deposit Account Number 02-2555.

Should any questions arise concerning the recordation of this document or assignment of this mark, kindly contact me at (215) 569-5619. Please send all correspondence and the

One Logan Square • Philadelphia, Pennsylvania 19103-6998 • 215.569.5500 • Fax: 215.569.5555

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RECORDED: 06/26/2002

**TRADEMARK
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