

07-31-2002



TRADEMARK
03671-G0000 GSW

IN THE UNITED STATES... 102173518

K OFFICE

Assignor	ASM Communications, Inc.		
Assignee	BPI Communications, Inc.		
Registration Nos.	1,379,492 2,281,497 2,323,185	1,494,473 2,258,452	1,442,070 2,208,130
Application Nos.	76/107,648	76/107,649	76/122,878

Box Assignment
Assistant Commissioner for Trademark
Washington, DC 20231

7.29.02

Merger Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

- Name and State of Incorporation of conveying party. ASM Communications, Inc., a New York Corporation.
- Name, Address and State of Incorporation of Receiving Party. BPI Communications, Inc., a Delaware Corporation, located at 770 Broadway; New York, NY 10003-9595.
- Nature of Conveyance: Merger. Execution Date: December 4, 2001.
- Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Gene S. Winter, Registration No. 28,352
 Attorney for Applicant
 ST.ONGE STEWARD JOHNSTON & REENS LLC
 986 Bedford Street
 Stamford, CT 06905-5619
 203 324-6155

07/30/2002 LMUELLER 00000154 1379492

01 FC:481
02 FC:482

40.00 OP
225.00 OP

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner for Patents and Trademarks; Washington, DC 20231.

July 23, 2002

Danielle Dominici

FINANCE SECTION

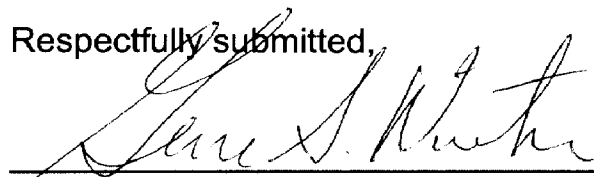
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IN RECORDS

5. Registration Nos.: 1,379,492 1,494,473 1,442,070 2,281,497 2,258,452
2,208,130 2,323,185 Application Nos. 76/107,648 76/107,649
76/122,878

6. Total Number of Trademarks/Applications Involved: 10.
7. Total Fee (37 CFR 3.41). \$265.00 due. The USPTO Credit Card Payment Form is enclosed herewith.
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 5. To the best of my knowledge and belief, the foregoing information is true and correct and any copy submitted herewith is a true copy of the original document.

Respectfully submitted,



Gene S. Winter, Registration No. 28,352
Kathryn Grant Belleau, Esq.
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"ASM COMMUNICATIONS, INC.", A NEW YORK CORPORATION,
WITH AND INTO "BPI COMMUNICATIONS, INC." UNDER THE NAME OF "BPI COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 2001, AT 6 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3327838 8100M

010617304

AUTHENTICATION: 1481471

DATE: 12-04-01

TRADEMARK
REEL: 002552 FRAME: 0146

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
ASM COMMUNICATIONS, INC.
INTO
BPI COMMUNICATIONS, INC.

BPI Communications, Inc., a corporation organized and existing under the laws of the State of Delaware DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 11th day of December 2000, pursuant to the Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of ASM Communications, Inc., a corporation incorporated on the 12th day of May 1978, pursuant to the Law of the State of New York.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board on the 29th day of November, 2001, determined to and will merge into itself said ASM Communications, Inc.:

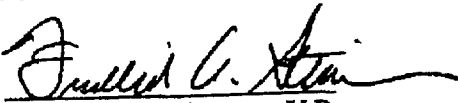
RESOLVED, that BPI Communications, Inc. will merge into itself said ASM Communications, Inc., and assumes all of its obligations;

FURTHER RESOLVED, that the merger shall be effective on January 1, 2002.

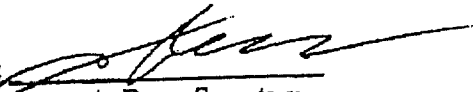
FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said ASM Communications, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of Kent County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

IN WITNESS WHEREOF, said BPI Communications, Inc. has caused this Certificate to be signed by Frederick A. Steinmann, its Vice President and attested by James A. Ross, its Secretary, this 29th day of November 2001.

BPI COMMUNICATIONS, INC.

by: 
Frederick A. Steinmann, V.P.

ATTEST:

by: 
James A. Ross, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
VISION OF CORPORATIONS
FILED 06:00 PM 12/04/2001
010617304 - 3327838

RECORDED: 07/29/2002

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