

08-27-2002



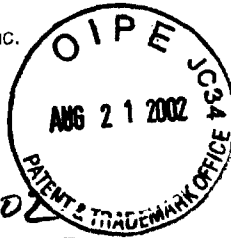
To the Honorable Commissioner of Patents

102202678

Send original documents or copy thereof.

1. Name(s) of conveying party(ies):

- Individual(s)
- Association
- Limited Partnership
- Corporation - Virginia
- General Partnership
- Other: 8-21-02



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

3. Nature of conveyance:

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

Execution Date: December 31, 2001

2. Name(s) and address(es) of receiving party(ies):

Name: The Gazette Newspapers, Inc.
Address: 1200 Quince Orchard Boulevard
Gaithersburg, Maryland 20878

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Maryland
- Other:

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation 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 Number(s):

76/194,710

B. Trademark Registration Number(s): 2,514,482; 2,203,285; 2,164,880; 2,087,490; 1,843,135; 1,836,733; 1,759,776; 1,421,409; 1,354,601; 1,264,440; 1,197,528

Additional numbers attached? Yes No

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

Name: Susan M. Freedman
Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41): \$315

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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.

Susan M. Freedman

Name of person signing

Signature

August 21, 2002

Date

Total number of pages including cover sheet, attachments and documents: 10

08/27/2002 00000028 76194710
40.00
275.00

ARTICLES OF MERGER

dm
These Articles of Merger dated December 17, 2001, are by and between The Gazette Newspapers, Inc., a Maryland corporation ("the Gazette"), the name of which will be changed to Post-Newsweek Media, Inc. upon the effectiveness of the merger, and Post Newsweek Tech Media Group, Inc., a Virginia corporation ("PNTMG"), such corporations being hereinafter collectively referred to as the "Constituent Corporations." *dm*

WHEREAS the Boards of Directors of the Constituent Corporations deem the merger of PNTMG with and into the Gazette (the "Merger") to be desirable and in the best interests of their respective shareholders or stockholders, as the case may be, and have, by resolutions duly adopted, approved the plan of merger set forth in these Articles of Merger;

WHEREAS the respective shareholders or stockholders, as the case may be, of the Constituent Corporations have duly approved the plan of merger set forth in these Articles of Merger;

WHEREAS the Merger is permitted pursuant to the provisions of Sections 3-102, 3-105 and 3-114 of the Maryland General Corporation Law and Sections 13.1-716, 13.1-721 and 13.1-722 of the Virginia Stock Corporation Act;

WHEREAS PNTMG was incorporated in the Commonwealth of Virginia on September 13, 1985, pursuant to the general corporation laws of that state, and was qualified to do business in the State of Maryland on February 5, 1998;

WHEREAS the principal offices of the Gazette are located in Montgomery County, Maryland, and the principal offices of PNTMG are located in the Commonwealth of Virginia;

WHEREAS PNTMG does not own any interests in land in the State of Maryland;

WHEREAS the authorized capital stock of the Gazette consists of 100,000 shares of Common Stock, par value \$1.00 per share (the "Gazette Common Stock"), of which 7,640 shares are issued and outstanding; and

WHEREAS the authorized capital stock of PNTMG consists of 2,000,000 shares of Common Stock, par value \$1.00 per share (the "PNTMG Common Stock"), of which 200 shares are issued and outstanding;

NOW, THEREFORE, in consideration of the premises and of the covenants and agreements herein contained, and for the purpose of prescribing the terms and conditions of the Merger, the mode of carrying the same into effect, the manner and basis of converting shares of PNTMG Common Stock into securities of the Surviving Corporation or other consideration, and such other details and provisions as are deemed necessary or desirable, the Constituent Corporations do hereby agree as follows:

ARTICLE I

In accordance with the provisions of the Maryland General Corporation Law and the Virginia Stock Corporation Act, PNTMG shall be merged with and into the Gazette, and the Gazette shall be, and is herein sometimes referred to as, the "Surviving Corporation."

ARTICLE II

(a) The Merger shall become effective at 11:59 p.m., Eastern Standard time, on the first date on which all of the following actions have been completed (provided, however, that the Merger shall become effective on December 31, 2001, if all of the following actions have been completed on or prior to such date):

(i) these Articles of Merger shall have been filed with and accepted by the Maryland State Department of Assessments and Taxation in accordance with Section 3-107 of the Maryland General Corporation Law; and

(ii) these Articles of Merger shall have been filed with and accepted by the State Corporation Commission of Virginia in accordance with Section 13.1-720 of the Virginia Stock Corporation Act.

The date and time when the Merger shall become effective as aforesaid is hereinafter referred to as the "Effective Time of the Merger."

(b) From and after the Effective Time of the Merger, all as specifically provided by the laws of the State of Maryland and the Commonwealth of Virginia and without further action, (i) the Surviving Corporation shall possess and enjoy all the rights, privileges, powers, immunities and franchises, both public and private, of each Constituent Corporation, (ii) all property, real, personal and mixed, and all things in action or belonging to each

Constituent Corporation shall vest in the Surviving Corporation as effectively as they were vested in each Constituent Corporation, and (iii) the Surviving Corporation shall be responsible for all debts, liabilities, obligations and duties of each Constituent Corporation, and all such debts, liabilities, obligations and duties shall attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

ARTICLE III

(a) At the Effective Time of the Merger, Article Second of the Articles of Incorporation of the Gazette shall be amended in its entirety to read as follows:

“SECOND: the name of the corporation (which is hereinafter called the Corporation) is Post-Newsweek Media, Inc.”

(b) The Articles of Incorporation of the Gazette as in effect immediately prior to the Effective Time of the Merger and as amended pursuant to subparagraph (a) above shall be the Articles of Incorporation of the Surviving Corporation, subject to amendment as provided by law, and may be certified, separate and apart from these Articles of Merger, as the Certificate of Incorporation of the Surviving Corporation.

(c) The By-laws of the Gazette as in effect immediately prior to the Effective Time of the Merger shall be the By-laws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with law, the Articles of Incorporation of the Surviving Corporation and such By-laws.

(d) The directors and officers of Gazette immediately prior to the Effective Time of the Merger shall continue in office as the directors and officers of the Surviving Corporation and shall hold such offices until their respective successors have been elected and shall qualify or as otherwise provided in the By-laws of the Surviving Corporation.

ARTICLE IV

The shares of capital stock of each Constituent Corporation shall be converted or otherwise affected by the Merger as follows:

(a) Each share of Gazette Common Stock which shall be outstanding immediately prior to the Effective Time of the Merger shall not be

changed or converted as a result of the Merger, and shall remain outstanding as one share of the Common Stock, par value \$1.00 per share, of the Surviving Corporation.

(b) Each share of PNTMG Common Stock which shall be outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of any holder thereof, be canceled and retired and converted into the right to receive in exchange therefor, the amount of \$0.005 per share in cash, and no new shares of stock or other securities shall be issuable, and no other consideration shall be payable, with respect thereto.

ARTICLE V

(a) These Articles of Merger and the terms and conditions set forth herein have been duly approved in the manner and by the vote required in the Articles of Incorporation of the Gazette and the laws of the State of Maryland by (i) the adoption of resolutions by the Board of Directors of such corporation in an instrument of unanimous written consent dated December 14, 2001, executed and filed in accordance with Section 2-408(c) of the Maryland General Corporation Law, which resolutions declared the Merger to be in the best interests of such corporation and its stockholders, approved the form of these Articles of Merger and directed that the plan of merger set forth herein be submitted to the stockholders of such corporation for approval, and (ii) the adoption of a resolution by the sole stockholder of such corporation in a written instrument dated December 17, 2001, executed and filed in accordance with Section 2-505 of the Maryland General Corporation Law, which resolution approved the form of these Articles of Merger and the plan of merger set forth herein.

(b) These Articles of Merger and the terms and conditions set forth herein have been duly approved in the manner and by the vote required in the Articles of Incorporation of PNTMG and the laws of the Commonwealth of Virginia by (i) the adoption of resolutions by the Board of Directors of such corporation in an instrument of unanimous written consent dated December 14, 2001, executed and filed in accordance with Section 13.1-685 of the Virginia Stock Corporation Act, which resolutions declared the Merger to be in the best interests of such corporation and its shareholders, approved the form of these Articles of Merger and directed that the plan of merger set forth herein be submitted to the shareholders of such corporation for approval, and (ii) the adoption of a resolution by the sole shareholder of such corporation in a written instrument dated December 17, 2001, executed and filed in accordance with

Section 13.1-657 of the Virginia Stock Corporation Act, which resolution approved the form of these Articles of Merger and the plan of merger set forth herein.

IN WITNESS WHEREOF, each Constituent Corporation has caused these Articles of Merger to be executed in its corporate name by its President and attested by its Secretary or one of its Assistant Secretaries, all as of the date first above written.

THE GAZETTE NEWSPAPERS, INC.,

by Charles A. Lyons
President

[Seal]

Attest:

Robert W. Hallock
Assistant Secretary

THE UNDERSIGNED, President of The Gazette Newspapers, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Charles A. Lyons
Charles A. Lyons

POST NEWSWEEK TECH MEDIA
GROUP, INC.,

by Charles A. Lyons
President

[Seal]

Attest:

John D. Hallock
Secretary

THE UNDERSIGNED, President of Post Newsweek Tech Media Group, Inc., a Virginia corporation, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Charles A. Lyons
Charles A. Lyons

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of merger filed in this office December 31, 2001 by The Gazette Newspapers, Inc.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 14, 2002*

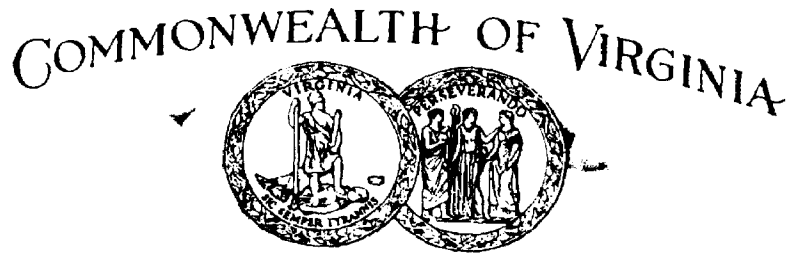
Joel H. Peck

Joel H. Peck, Clerk of the Commission

CLINTON MILLER
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

HULLIHEN WILLIAMS MOORE
COMMISSIONER



JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

December 31, 2001

LISA
CT RICHMOND
HOLD
DO NOT MAIL

RE: The Gazette Newspapers, Inc.
ID: F124803 - 0
DCN: 01-12-28-0112

Dear Customer:

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the filing of merger is December 31, 2001.

Non-surviving entities:

Post Newsweek Tech Media Group, Inc.

are merged into GAZETTE NEWSPAPERS, INC., THE.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads 'Joel H. Peck'.

Joel H. Peck
Clerk of the Commission

MERGACPT
CIS0436

Tyler Building, 1300 East Main Street, Richmond, VA 23219-3630
Clerk's Office (804) 371-9733 or (866) 722-2551 (toll-free in Virginia) www.state.va.us/scc/division/clk
Telecommunications Device for the Deaf-TDD/Voice: (804) 371-9206

TRADEMARK
REEL: 2569 FRAME: 0579

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

December 31, 2001

The State Corporation Commission finds the accompanying articles submitted on behalf of

GAZETTE NEWSPAPERS, INC., THE

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

Post Newsweek Tech Media Group, Inc.

is merged into GAZETTE NEWSPAPERS, INC., THE, which continues to exist under the laws of MARYLAND with the name GAZETTE NEWSPAPERS, INC., THE. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on December 31, 2001.

STATE CORPORATION COMMISSION

By 

Commissioner

MERGACPT
CIS0436
01-12-28-0112

RECORDED: 08/21/2002

TRADEMARK
REEL: 2569 FRAME: 0580