FORM PTO-1594

09-20-2002

RECORD

102228226

3 - Patent and Trademark Office

AUG 13

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

1. Name of conveying party(ies):

Verizon Directories Corp. and
Verion New Media Services Inc.

08-13-02

[ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[X] Corporation-State - Delaware

Other:

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

3. Nature of conveyance:

[ ] Assignment [X] Merger
[ ] Security Agreement [X] Change of Name

Other:

Execution Date: January 31, 2002

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

Name: Verizon Directories Corp.

Internal Address:

Street Address: Verizon Place, West Airfield Drive

City: D/FW Airport State: TX ZIP: 75261-9810

[ ] Individual(s) Citizenship
[ ] Association
[ ] General Partnership
[ ] Limited Partnership
[X] Corporation-State - Delaware
[ ] Other

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? [ ] Yes [X] No

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

A. Trademark Application No.(s)

75/675,737

B. Trademark registration No.(s)

2,022,484; 2,246,908

Additional numbers attached? [ ] Yes [X] No

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

Name: Janis M. Manning

Internal Address: c/o Christian R. Andersen
Verizon Corporate Services Group Inc.
Mailcode HQE03H01

09/19/2002 GTON11 00000195 072351 75675737

01 FC:481 40.00 CH
02 FC:482 50.00 CH

Street Address: 600 Hidden Ridge Drive

Mail Code HQE0H01

City: Irving State: TX ZIP: 75038

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): $90

[ ] Enclosed

[XX] Authorized to be charged to deposit account

8. Deposit account number:

07-2351
(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.

Janis M. Manning
Name of Person Signing

Janis M. Manning
Signature

August 6, 2002
Date

Total number of pages comprising cover sheet:

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments

(BDSM 47)
(8/92)

Delaware

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:

"VERIZON DIRECTORIES CORP.", A DELAWARE CORPORATION,

WITH AND INTO "VERIZON NEW MEDIA SERVICES INC." UNDER THE NAME OF "VERIZON DIRECTORIES CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JANUARY, A.D. 2002, AT 11:35 O'CLOCK A.M.

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2637998 8100M

AUTHENTICATION: 1589434

020064283

DATE: 01-31-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:35 AM 01/31/2002
020064283 - 2637998

CERTIFICATE OF MERGER
OF
VERIZON DIRECTORIES CORP.
INTO
VERIZON NEW MEDIA SERVICES INC.

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law, as amended (the "DGCL"), **VERIZON NEW MEDIA SERVICES INC.**, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:

   (a) Verizon Directories Corp., a Delaware corporation ("Merging Corporation"); and

   (b) Verizon New Media Services Inc., a Delaware corporation ("Surviving Corporation").

2. An agreement and plan of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by Merging Corporation, and by Surviving Corporation, in accordance with the requirements of applicable law including Section 251 of the DGCL.

3. The name of the surviving corporation of the merger, Verizon New Media Services Inc., is hereby changed to Verizon Directories Corp.

4. The certificate of incorporation of Verizon New Media Services Inc., a Delaware corporation, which is the surviving corporation of the merger, shall be the certificate of incorporation of the surviving corporation, modified to reflect the new name, Verizon Directories Corp.

5. The surviving corporation is a corporation of the State of Delaware.

6. The executed agreement and plan of merger is on file at the principal place of business of Verizon New Media Services Inc., a Delaware corporation, at Verizon Place, 2200 West Airfield Drive, Post Office Box 619810, DFW Airport, TX 75261-9810. A copy of the agreement and plan of merger will be furnished by Surviving Corporation, on request and without cost, to any shareholder of Merging Corporation, or any shareholder of Surviving Corporation.

7. This Certificate of Merger shall be effective as of January 31, 2002.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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IN WITNESS WHEREOF, Verizon New Media Services Inc., a Delaware corporation, has caused this certificate to be signed by William G. Mundy and Allison Wachendorfer, its authorized officers, to be effective on January 31, 2002.

VERIZON NEW MEDIA SERVICES INC.,
a Delaware corporation

By: _____
William G. Mundy
Vice President

By: _____
Allison Wachendorfer
Secretary

155571.1