

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings => => => 0 0 0 0 0 0 0 0

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
Climbing, Inc.

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

2. Name and address of receiving party(ies)
Name: PRIMEDIA Enthusiast Publications, Inc.
Internal Address: _____
Street Address: 4 High Ridge Park
City: Stamford State: CT Zip: 06905

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: 11/6/01

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)

Additional number(s) attached: Yes No

B. Trademark Registration No.(s)
See Attached Schedule

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Deborah K. Squiers, Esq.
Internal Address: Cowan, Liebowitz & Latman, P.C.

Street Address: 1133 Avenue of the Americas

City: New York State: NY Zip: 10036-6799

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$65
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
03-3415
(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.

Deborah K. Squiers, Esq. *Deborah K. Squiers* December 23, 2002
Name of Person Signing Signature Date

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

CERTIFICATE OF FACSIMILE TRANSMISSION

The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.

Deborah K. Squiers
Name: Deborah K. Squiers, Esq.
Date: December 23, 2002

Climbing, Inc.

Country: **United States**

<u>Mark</u>	<u>Reg. #</u>	<u>Reg. Dt</u>
CLIMBING	2239935	4/13/99
CLIMBING	2261248	7/13/99

DEC-04-2001 12:36 FROM-COR.

T-995 P.002/008 F-300

PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Articles/Certificate of Merger (15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
Domestic Nonprofit Corporation (§ 5926)
Limited Partnership (§ 8547)

Entity Number

161885

Name: PRIMEDIA Inc.
Address: 745 Fifth Avenue, 20th Floor
New York NY 10151

Document will be returned to the same address you enter to the left.

Fee: \$108 plus \$28 additional for each Party in addition to two

Filed in the Department of State on DEC 04 2001

Kim Fitzgerald
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is: PRIMEDIA Enthusiast Publications, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider c/o National Registered Agents, Inc. County Dauphin

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider c/o County

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

DSC

PA. DEPT. OF STATE

2001 DEC -4 PM 1:39

TRADEMARK

REEL: 2588 FRAME: 0248

212 745 0131 TO 95750671

DEC-04-2001 12:36

FROM-CONTINENTAL BANK
200190-1395

T-995 P.003/008 F-300

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Office Provider	County

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: _____ at _____
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name	Manner of Adoption
PRIMEDIA Enthusiast Publications, Inc.	"adopted by action of the board of directors of the parent corporation pursuant to 15 Pa.C.S. § 1924(b)(3).

6. Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger. The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporation/s/limited partnerships) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901(g) 2547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

Number and Street	City	State	Zip	County

DSCB: 15-1926/5926/8547-3

DEC-94-2001 12:37

FROM-CONTINENTAL CORP

200190-1396

T-995 P.004/008 F-300

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

6th day of November 2001

Climbing Inc.
Name of Corporation/Limited Partnership

B. C. Chief
Signature

Secretary
Title

PRIMEDIA Enthusiast Publications, Inc.
Name of Corporation/Limited Partnership

B. C. Chief
Signature

Secretary
Title

DSCB: 15-1926/5926/8547

DEC-84-2001 12:37

FROM-CONTINENTALCORP

200190-1397

T-895 P.005/008 F-300

PLAN OF MERGER

EXHIBIT A

OF

CLIMBING, INC.

AND

PRIMEDIA ENTHUSIAST PUBLICATIONS, INC.

PLAN OF MERGER approved on November 6, 2001 by resolution adopted by at least a majority vote of the members of the Board of Directors of PRIMEDIA Enthusiast Publications, Inc., a business corporation of the State of Pennsylvania, for the purpose of merging Climbing, Inc., its wholly-owned subsidiary corporation, into PRIMEDIA Enthusiast Publications, Inc.

1. PRIMEDIA Enthusiast Publications, Inc., as the owner of all of the outstanding shares of Climbing, Inc., hereby merges Climbing, Inc. into PRIMEDIA Enthusiast Publications, Inc.
2. The separate existence of Climbing, Inc. shall cease upon the effective date of the merger pursuant to the provisions of the Pennsylvania Business Corporation Law. PRIMEDIA Enthusiast Publications, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the Commonwealth of Pennsylvania.
3. The issued shares of Climbing, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Climbing, Inc. and of PRIMEDIA Enthusiast Publications, Inc., respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

TRADEMARK

REEL: 2588 FRAME: 0251

212 745 0131 TO 95750671

DEC-04-2001 12:37

FROM: CONTINENTAL CORP

200190-1398

T-895 P.008/008 F-300

provisions of Section 262 of the Delaware General Corporation Law; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address 9 East Loockerman Street, City of Dover, within the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

7. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Delaware General Corporation Law and upon behalf of the surviving corporation in accordance with the provisions of the Pennsylvania Business Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Pennsylvania, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Pennsylvania and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed on this 6th day of November, 2001.

CLIMBING, INC.

By: B. C. Chelf
Secretary

PRIMEDIA ENTHUSIAST PUBLICATIONS, INC.

By: B. C. Chelf
Secretary

TRADEMARK