

11-07-2002



TRADEMARK  
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TRADEMARK OFFICE

Assignor	ASM Communications, Inc.		
Assignee	BPI Communications, Inc.		
Registration Nos.	601,689	838,831	2,244,053
	2,099,322	2,112,036	1,952,882
	2,170,401		

Box Assignment  
Assistant Commissioner for Trademark  
Washington, DC 20231

**Merger Recordation Form Cover Sheet**

Dear Sir:

Please record the attached original document.

RECEIVED  
NOV 9 10 42 AM '02

1. Name and State of Incorporation of conveying party. ASM Communications, Inc., a New York Corporation.
2. Name, Address and State of Incorporation of Receiving Party. BPI Communications, Inc., a Delaware Corporation, located at 770 Broadway; New York, NY 10003-9595.
3. Nature of Conveyance: Merger. Execution Date: December 4, 2001.
4. 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

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.

October 29, 2002

Darielle Dominici

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01 FC:8521  
02 FC:8522

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5. Registration Nos.:    601,689      838,831  
                                 2,244,053    2,099,322  
                                 2,112,036    1,952,882  
                                 2,170,401

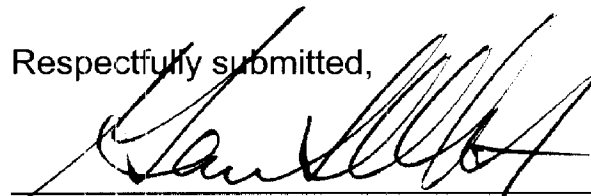
6. Total Number of Registrations Involved: 7.

7. Total Fee (37 CFR 3.41). \$190.00 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,



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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

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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

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010617304

AUTHENTICATION: 1481471

DATE: 12-04-01

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REEL: 002611 FRAME: 0697

CERTIFICATE OF OWNERSHIP AND MERGER  
MORGING  
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 11<sup>th</sup> 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 12<sup>th</sup> 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 29<sup>th</sup> 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.

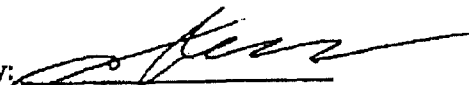
FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said ASM Communications, Inc. and assume its liabilities and obligations, and the date of adoption 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 29<sup>th</sup> 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: 11/04/2002

TRADEMARK  
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