

<p>U.S. Department of Commerce Patent and Trademark Office</p> <p style="text-align: center;"><b>RECORDATION FORM COVER SHEET TRADEMARKS ONLY</b></p> <p>To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.</p>	
<p>1. Name of conveying party(ies): Petersen Publishing Company, L.L.C.</p> <p> <input type="checkbox"/> Individual(s)-                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - Delaware  <input type="checkbox"/> Other _____         </p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: eMap USA, Inc. Address: 6420 Wilshire Blvd. Los Angeles, California</p> <p> <input type="checkbox"/> Individual(s)  <input checked="" type="checkbox"/> Corporation - Delaware  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Liability Co.         </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p> <input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____         </p> <p>Execution Date: <u>June 26, 2000</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p>1725547</p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Deborah K. Squiers, Esq. Cowan, Liebowitz &amp; Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799</p>	<p>6. Total number of applications and registrations involved <u>1</u></p> <p>7. Total fee (37 CFR 3.41)..... <u>\$ 40</u></p> <p> <input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Any deficiency is authorized to be charged to            Deposit Account No. <b>03-3415</b>.         </p> <p>8. Deposit Account No. <b>03-3415</b> (Attach duplicate copy of this page if paying by deposit account)</p>
<p><b>DO NOT USE THIS SPACE</b></p>	
<p>9. Statement and signature. <i>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.</i></p> <p> <u>Deborah K. Squiers</u>                      <u>Deborah Squiers</u>                      <u>April 24, 2003</u>            Name of Person Signing                      Signature                      Date         </p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <u>5</u></p>	

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS 002  
FILED 03:30 PM 06/28/2000  
001330936 - 2683578

**CERTIFICATE OF MERGER**  
of  
**PETERSEN PUBLISHING COMPANY, L.L.C.**  
a Delaware limited liability company  
with and into  
**EMAP USA, INC.**  
a Delaware corporation

1. **Constituent Entities.** The constituent entities are Petersen Publishing Company, L.L.C., a limited liability company organized and existing under the laws of the State of Delaware (the "Merged Company") and eMap USA, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Surviving Corporation") (the Merged Company and the Surviving Corporation are collectively the "Constituent Entities").
2. **Approval of the Plan and Agreement of Merger.** A Plan and Agreement of Merger (the "Agreement of Merger"), dated March 22, 2000, has been approved, adopted, certified, executed and acknowledged by the Surviving Corporation and by the Merged Company in accordance with Section 264 of the Delaware General Corporation Law.
3. **Name of the Surviving Corporation.** The name of the Surviving Corporation is "eMap USA, Inc."
4. **Certificate of Incorporation of the Surviving Corporation.** The Certificate of Incorporation of the Surviving Corporation shall be that of eMap USA, Inc.
5. **Executed Agreement of Merger.** An executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation at the following address: eMap USA, Inc., 6420 Wilshire Boulevard, Los Angeles, California 90048.
6. **Copies of the Agreement of Merger.** The Surviving Corporation will furnish a copy of the Agreement of Merger to any of its stockholders, or to any person who was a member or manager of the Merged Company, upon written request and without charge.

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EXECUTED as of this 26th day of June, 2000.

PETERSEN PUBLISHING COMPANY, L.L.C.  
a Delaware Limited Liability Company

By: *J. Baille*  
John Baille, VP

ATTEST:  
*Amy A. Chang*



EMAP USA, INC.  
a Delaware Corporation

By: *J. Baille*  
John Baille  
VP

ATTEST:  
*Amy A. Chang*



**SCHEDULE OF MARK**

1

<i>Country:</i> <b>United States</b>						
<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
STEREOPHILE	16	74/149523	3/1/91	1725547	10/20/92	Registered