

01-27-2003



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Form PTO-1 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

CERIDIAN CORPORATION

1-21-03

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, 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: March 30, 2001

2. Name and address of receiving party(ies)

Name: ARBITRON INC.

Internal Address: N/A

Street Address: 9705 Patuxent Woods Drive City: Columbia State: MD Zip: 21046

- Individual(s) citizenship, Association, General Partnership, Limited Partnership

Corporation-State Delaware

Other

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)

B. Trademark Registration No.(s) 2,159,835 (M Tech)

Additional number(s) attached Yes No

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

Name: Michelle N. Levister, Esquire

Internal Address: N/A

Street Address: 9705 Patuxent Woods Drive

City: Columbia State: MD Zip: 21046

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

01-2225

(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.

Michelle N. Levister

Name of Person Signing

Signature (handwritten)

Date: 1/20/03

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

6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/24/2003 TDIAZI 00000112 012225 2159835 01 FC:8521 40.00 CH

TRADEMARK REEL: 002658 FRAME: 0362

State of Delaware  
Office of the Secretary of State

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:

"ARBITRON INC.", A DELAWARE CORPORATION,

WITH AND INTO "CERIDIAN CORPORATION" UNDER THE NAME OF "ARBITRON INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2001, AT 9 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

AUTHENTICATION: 1054940

DATE: 03-30-01

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/30/2001  
010156557 - 0031910

**CERTIFICATE OF OWNERSHIP  
AND MERGER OF**

**ARBITRON INC.**  
(a Delaware corporation)

**INTO**

**CERIDIAN CORPORATION**  
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law, Ceridian Corporation, a Delaware corporation ("Ceridian"), the holder of 100% of the outstanding common stock, par value \$0.01 per share, of Arbitron Inc., a Delaware corporation ("Arbitron"), and Arbitron hereby adopt this Certificate of Ownership and Merger for the purpose of merging Arbitron with and into Ceridian (the "Merger") and do hereby certify that:

**FIRST:** Ceridian is the owner of all of the outstanding shares of common stock of Arbitron, which has only one class of capital stock outstanding.

**SECOND:** A copy of the resolutions of Ceridian's Board of Directors authorizing the Merger, adopted as of February 14, 2001, is attached as Attachment A and incorporated by reference into this Certificate of Ownership and Merger. The Merger has been adopted, approved, certified, executed and acknowledged by Ceridian in accordance with the laws of the State of Delaware.

**THIRD:** A copy of the resolutions of the Board of Directors of Arbitron authorizing the merger, adopted February 14, 2001, is attached as Attachment B and incorporated into this Certificate of Ownership and Merger. The Merger has been adopted, approved, certified, executed and acknowledged by Arbitron in accordance with the laws of the State of Delaware.

**FOURTH:** Ceridian Corporation, a Delaware corporation, shall be the surviving corporation.

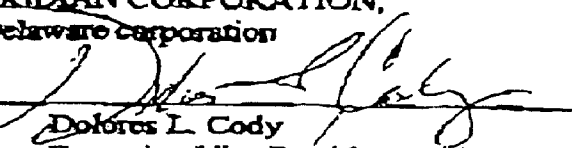
**FIFTH:** The Merger will become effective at 7:00 a.m., CST, on March 30, 2001.

**SIXTH:** As of the effective time of the Merger, Article I of the Certificate of Incorporation of Ceridian is hereby amended to change Ceridian's corporate name to "Arbitron Inc."

IN WITNESS WHEREOF, the undersigned signatures shall constitute the affirmation or acknowledgment of the signatory, under penalties of perjury, that the instrument is the signatory's act and deed and that the facts stated herein are true.

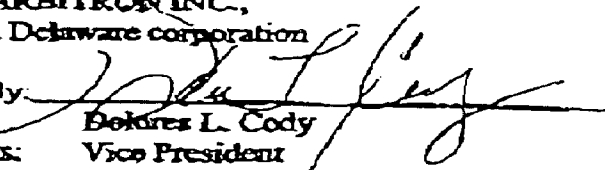
Dated: March 30, 2001

CERIDIAN CORPORATION,  
a Delaware corporation

By:   
Dolores L. Cody  
Its: Executive Vice President, Chief Legal Officer and Secretary

Dated: March 30, 2001

ARBITRON INC.,  
a Delaware corporation

By:   
Dolores L. Cody  
Its: Vice President

TC3: 69751.8 v04 03/21/2001

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No. 9643 P. 514

**ATTACHMENT A****PROPOSED CONSENT RESOLUTIONS  
OF THE BOARD OF DIRECTORS OF  
CERIDIAN CORPORATION**

WHEREAS, Ceridian Corporation ("Ceridian") owns all of the outstanding shares of common stock of Arbitron Inc., a stock corporation which is organized under the Delaware General Corporation Law and which has only one class of capital stock ("Arbitron Inc.");

WHEREAS, the Board of Directors of Ceridian has deemed it advisable that Arbitron be merged with and into Ceridian pursuant to Section 253 of the Delaware General Corporation Law, and that in connection therewith, Article I of the Certificate of Incorporation of Ceridian be amended to change the name of Ceridian to "Arbitron Inc."

RESOLVED, that Arbitron Inc. be merged with and into Ceridian and that all of the property, rights, privileges and other assets of Arbitron Inc. be transferred to, and all of its obligations be assumed by, Ceridian, which shall be the surviving corporation.

FURTHER RESOLVED, that as of the effective time of the merger of Arbitron Inc. into Ceridian, Article I of the Certificate of Incorporation of Ceridian be amended to change Ceridian's corporate name to "Arbitron Inc."

FURTHER RESOLVED, that the Board of Directors hereby approves and adopts in all respects a Certificate of Ownership and Merger, substantially in the form described to the Board of Directors at this meeting, which certificate has been prepared pursuant to Section 253 of the Delaware General Corporation Law for the purpose of effecting the above described merger.

FURTHER RESOLVED, that appropriate officers of Ceridian, or each acting individually, be and they hereby are authorized and directed to make and execute, in the name of and on behalf of Ceridian a Certificate of Ownership and Merger, and to file such certificate in the office of the Secretary of State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of these resolutions.

FURTHER RESOLVED, that the merger shall become effective at 7:00 a.m., CST, on March 30, 2001.

TC1: 694368 v03 03/21/2001

**ATTACHMENT B**

**PROPOSED CONSENT RESOLUTIONS  
OF THE BOARD OF DIRECTORS OF  
ARBITRON INC.**

WHEREAS, Arbitron Inc. ("Arbitron") is a wholly-owned subsidiary of Ceridian Corporation, a stock corporation which is organized under the Delaware General Corporation Law ("Ceridian").

WHEREAS, the Board of Directors of Arbitron has deemed it advisable that Arbitron be merged with and into Ceridian pursuant to Section 253 of the Delaware General Corporation Law, and that in connection therewith, Article I of the Certificate of Incorporation of Ceridian be amended to change the name of Ceridian Corporation to "Arbitron Inc."

RESOLVED, that Arbitron be merged with and into Ceridian and that all of the property, rights, privileges and other assets of Arbitron be transferred to, and all of its obligations be assumed by, Ceridian, which shall be the surviving corporation.

FURTHER RESOLVED, that as of the effective time of the merger of Arbitron into Ceridian, Article I of the Certificate of Incorporation of Ceridian be amended to change Ceridian's corporate name to "Arbitron Inc."

FURTHER RESOLVED, that the Board of Directors hereby approves and adopts in all respects a Certificate of Ownership and Merger, substantially in the form described to the Board of Directors at this meeting, which certificate has been prepared pursuant to Section 253 of the Delaware General Corporation Law for the purpose of effecting the above described merger.

FURTHER RESOLVED, that appropriate officers of Arbitron, or each acting individually, be and they hereby are authorized and directed to make and execute, in the name of and on behalf of Arbitron a Certificate of Ownership and Merger, and to file such certificate in the office of the Secretary of State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of these resolutions.

FURTHER RESOLVED, that the merger shall become effective at 7:00 a.m., CST, on March 30, 2001.

TC3: 591231 v04 03/27/2001