

02-25-2003

1016-000/JAB

Tab settings



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Attached original documents or copy thereof.

1. Name of conveying party(ies):

AUDIOAUDIT INC.

02.20.03

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: SEPTEMBER 18, 2002

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

Name: AUDIOAUDIT INC.

Internal Address: _____

Street Address: ONE MACK CENTRE DRIVE

City: PARAMUS State: NJ ZIP: 07653

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

76-211,945
76-271,124

B. Trademark Registration No.(s)

2,070,192;
2,526,303;
2,626,382

Additional numbers Yes No

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

Name: JAY A. BONDELL, ESQ.

Internal Address: SCHWEITZER CORNMAN GROSS
& BONDELL LLP

Street Address: 292 MADISON AVENUE, 19TH FLOOR

City: NEW YORK State: NY ZIP: 10017

6. Total number of applications and registrations involved:.....

5

7. Total fee (37 CFR 3.41):.....\$ S140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0748

02/24/2003 L MUELLER 00000212 75211945

DO NOT USE THIS SPACE

01 FC:8521 40.00 GP
02 FC:8522 100.00 GP

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.

JAY A. BONDELL, ESQ.

Name of Person Signing

J. A. Bondell
Signature

FEBRUARY 12, 2003

Date

Total number of pages including cover sheet, attachments, and

7

TRADEMARK

CERTIFICATE OF MERGER

F020919000441

OF

AUDIOAUDIT INC.

a New York corporation

AND

AUDIOAUDIT INC.

a Delaware corporation

CSC 45

INTO

AUDIOAUDIT INC.

a Delaware corporation

Under Section 907 of the Business Corporation Law

Pursuant to the provision of Section 907 of the Business Corporation Law, the undersigned, being authorized officers of AudioAudit Inc., a New York corporation (the "New York Corporation") and of AudioAudit Inc., a Delaware corporation (the "Delaware Corporation"), hereby certify:

FIRST: (a) The name of the corporation proposing to merge is AudioAudit Inc., a New York corporation. It was formed under the name Radio Audit Systems, Inc.

(b) The name of the surviving corporation that the New York Corporation is proposing to merge into is AudioAudit Inc., a Delaware corporation. The surviving corporation is a wholly owned subsidiary of the New York Corporation.

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SECOND: That the designation and number of shares outstanding, whether entitled to vote or not, and the designation and number of outstanding shares of each class and series entitled to vote as a class, if any, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Entitled to Vote</u>	<u>Entitled to Vote as a Class</u>
AudioAudit Inc. a Delaware corporation	1	Common	1	N/A
AudioAudit Inc. a New York corporation	2,539,295.106	Common	2,539,295.106	N/A

THIRD: The date when the Certificate of Incorporation of the New York Corporation was first filed in the Office of the Department of State of New York was May 6, 1993. The date when the Certificate of Incorporation of the Delaware Corporation was filed in the Office of the Secretary of State of Delaware was June 10, 2002. An Application for Authority was filed by the Delaware Corporation with the Department of State of New York on August 16, 2002. Such Application for Authority was originally filed under the name AudioAudit Inc. using fictitious name AudioAudit (Delaware).

FOURTH: That the merger was adopted by the Board of Directors of the New York Corporation and subsequently approved by the holders of more than two-thirds of the outstanding shares of the New York Corporation. The merger was authorized by the Delaware Corporation by written consent of the Board of Directors and the sole holder of all outstanding shares entitled to vote.

FIFTH: That the merger is permitted by the laws of the State of Delaware and is in compliance therewith.

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SIXTH: That the surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any constituent corporation previously amenable to suit in the State of New York and for the enforcement, as provided in the Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving corporation.

The surviving corporation agrees, further, that subject to the provisions of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law relating to the rights of shareholders to receive payment for their Shares.

SEVENTH: That the Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law and in any action or special proceeding, and the post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

**Attention: President
Mack-Cali Centre II
One Mack Centre Drive
Paramus, NJ 07653
201-261-0001**

EIGHTH: That all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid and a cessation franchise tax report (estimated for final) through the anticipated date of merger has been filed by

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the constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within 30 days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the constituent domestic corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 18th day of September, 2002.

AUDIOAUDIT INC.
a New York corporation

By: Paul Hummel
Name: PAUL H. HUMMEL
Title: Chief Executive Officer

AUDIOAUDIT INC.
A Delaware corporation

By: Paul Hummel
Name: PAUL H. HUMMEL
Title: Chief Executive Officer

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CERTIFICATE OF MERGER

OF

AUDIOAUDIT INC.

a New York corporation

AND

AUDIOAUDIT INC.

a Delaware corporation

INTO

AUDIOAUDIT INC.

a Delaware corporation

600 95

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FILED

Under Section 907 of the Business Corporation Law

NY

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 19 2002
TAX \$ _____
BY:
 NY

RECEIVED

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BLANK ROME COMISKY & MCCAULEY LLP

One Logan Square

Philadelphia, Pennsylvania 19103-6998

Cust REF 748902 MPJ

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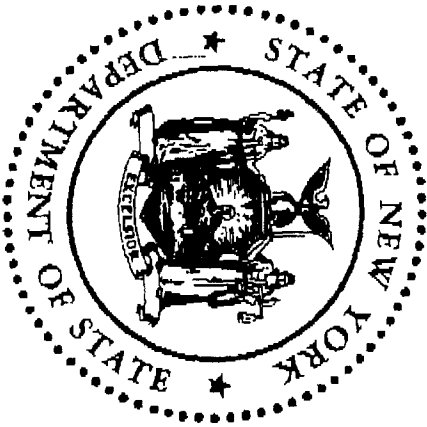
TRADEMARK

State of New York }
Department of State } ss:

Hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

SEP 19 2002



A handwritten signature in black ink, appearing to read "R. M. AD", is written over the printed name of the Secretary of State.

Secretary of State