

02-25-2003



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FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 06127.1002

1. Name of conveying party(ies):

2-2003

First Media Communications, Inc.

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

Additional names of conveying party(ies) attached?

YES NO

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

Name: First Media Communications, Inc.

Internal Address:

Street Address: 9149 Jones Court

City: Brentwood

State: Tennessee

Zip: 37027

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

If Assignee is not domiciled in the United States, a domestic representative designation is attached:

YES NO

Additional name(s) and address(es) attached?

YES NO

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SECTION 104
MAY 16 1994

3. Nature of conveyance:

Assignment	<input checked="" type="checkbox"/>	Merger	<input type="checkbox"/>	Other	<input type="checkbox"/>
Security Agreement	<input type="checkbox"/>	Change of Name	<input type="checkbox"/>		<input type="checkbox"/>

Execution Date: September 29, 1994

Effective Date: November 4, 1994

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 2053037; and 2097934

Additional numbers attached? YES NO

02/25/2003 LMEJELLER 00000041 2053037

01 FC:0521
02 FC:0522

40.00 DP
25.00 DP

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

Thad C. Kodish
NEEDLE & ROSENBERG, P.C.
Suite 1200, The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$65.00

Enclosed, authorized by a signed Credit Card Payment Form PTO-2038

Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629

(Attach duplicate copy of this form if paying by deposit account)

9. 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.


Thad C. Kodish

2/13/03
Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 17

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: **BOX ASSIGNMENT**, Director of the United States Patent and Trademark Office, Washington, D.C. 20231, on this 13th day of February, 2003.


Michael Laird

2/13/03
Date

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RILEY DARNELL
SECRETARY OF STATE

**ARTICLES OF MERGER
OF
FIRST MEDIA COMMUNICATIONS, INC.
(an Ohio corporation)
INTO
FIRST MEDIA COMMUNICATIONS, INC.
(a Tennessee corporation)**

Pursuant to Section 48-21-105 of the Tennessee Business Corporation Act and Section 1701.79 of the Ohio General Corporation Law, First Media Communications, Inc., a Tennessee corporation ("First Media"), does hereby set forth the following information relating to the merger of First Media Communications, Inc., an Ohio corporation ("FMC"), into First Media:

1. The attached Plan of Merger between FMC and First Media, which is incorporated herein by reference, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with, and is permitted under, the provisions of Section 48-21-103 of the Tennessee Business Corporation Act and Section 1701.79 of the Ohio General Corporation Law.

2. James L. Berk, II, 9149 Jones Court, Brentwood, Tennessee 37027, the sole shareholder of both First Media and FMC, has been provided a copy of the Plan of Merger.

3. As of the date hereof, the number of outstanding shares of First Media is 10 shares of Common Stock, no par value per share. The number of outstanding shares of FMC Common Stock is 10 shares of Common Stock, no par value per share. The sole shareholder of FMC's Common Stock constituted the only voting group of FMC entitled to vote on the Plan of Merger, and there were 10 votes entitled to be cast by the sole shareholder of the Common Stock. The sole shareholder of First Media's Common Stock constituted the only voting group of First Media entitled to vote on the Plan of Merger, and there were 10 votes entitled to be cast by the sole shareholder of First Media Common Stock.

4. The Plan of Merger was adopted by the Board of Directors of First Media on September 29, 1994 and ratified and approved on September 29, 1994 by the sole shareholder of First Media, with 10 shares voting for the Plan of Merger and 0 votes voting against the Plan of Merger, in accordance with the laws of Tennessee. The Plan of Merger was adopted and by the Board of Directors of FMC on September 29, 1994 and ratified and approved on September 29, 1994 by the sole shareholder of FMC, with 10 shares of Common Stock voting for the Plan of Merger and 0 shares voting against the Plan of Merger, in accordance with the laws of the State of Ohio.

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5. Each of James L. Berk II and Amy Berk is authorized to execute this Certificate of Merger on behalf of each of First Media and FMC.

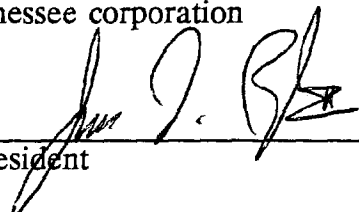
6. The name of the surviving corporation shall be First Media Communications, Inc.

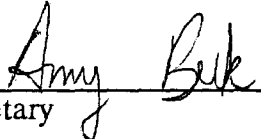
7. The name and address of First Media's statutory agent upon whom any process, notice or demand may be served is:

J. Chase Cole, Esq.
511 Union Street, Suite 2100
Nashville, TN 37219-8966

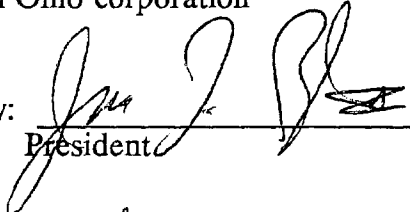
8. The Plan of Merger shall be effective upon filing with the Secretaries of State of Tennessee and Ohio.

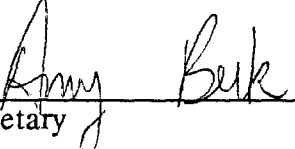
FIRST MEDIA COMMUNICATIONS, INC.
a Tennessee corporation

By: 
President

By: 
Secretary

FIRST MEDIA COMMUNICATIONS, INC.
an Ohio corporation

By: 
President

By: 
Secretary

Dated: September 29, 1994

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RILEY DARNELL
SECRETARY OF STATE

PLAN OF MERGER

THIS PLAN OF MERGER entered into this 29th day of September, 1994 by and between First Media Communications, Inc., a Tennessee corporation ("First Media"), and First Media Communications, Inc., an Ohio corporation ("FMC").

WHEREAS, First Media is a corporation duly organized and validly existing under the laws of the State of Tennessee;

WHEREAS, FMC is a corporation duly organized and validly existing under the laws of the State of Ohio;

WHEREAS, on the date of this Plan of Merger, First Media has the authority to issue 850 shares of common stock, no par value per share (the "First Media Common Stock"), of which 10 shares are issued and outstanding and all of which are designated as voting shares for all purposes;

WHEREAS, on the date of this Plan of Merger, FMC has the authority to issue 850 shares of common stock, no par value per share ("FMC Common Stock"), of which 10 shares are issued and outstanding and all of which are designated as voting shares for all purposes;

WHEREAS, the Board of Directors of each of First Media and FMC has determined that it is advisable that FMC merge with and into First Media upon the terms and conditions herein provided (the "Merger"); and

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WHEREAS, the Board of Directors of each of First Media and FMC has directed that the Merger be submitted to a vote of the sole shareholder of each of First Media and FMC;

NOW, THEREFORE, First Media and FMC shall merge into a single corporation as follows:

FIRST: On the Effective Date (as hereinafter defined) of the Merger, FMC shall be merged with and into First Media on the terms and conditions hereinafter set forth as permitted by and in accordance with the Tennessee Business Corporation Act, as amended (the "Tennessee Act"), and the Ohio General Corporation Law, as amended (the "Ohio Act"). Thereupon, the separate existence of FMC shall cease, and First Media, as the surviving corporation, shall continue to exist under and be governed by the Tennessee Act.

SECOND: FMC shall submit this Plan of Merger to its sole shareholder for approval pursuant to the applicable provisions under the Ohio Act, and First Media shall submit this Plan of Merger to its sole shareholder for approval pursuant to the applicable provisions under the Tennessee Act.

THIRD: Following the approval of the Plan of Merger by the sole shareholder of each of FMC and First Media, and provided that this Plan of Merger has not been terminated by either FMC or First Media, First Media will cause (i) the Articles of Merger and this Plan of Merger and any other required documents to be executed, acknowledged and filed with the Secretary of State of the State of Tennessee pursuant to Section 48-21-105 of the Tennessee Act and with the Secretary of State of the State of Ohio pursuant to Section 1701.81 of the Ohio Act, and (ii) a copy of the Articles of Merger,

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 certified by the Secretary of State of the State of Tennessee, to be recorded in the Register's
 Office in the County of Davidson, Tennessee in accordance with the provisions of Section
 4811-303 of the Tennessee Act.

FOURTH: The Merger shall become effective upon filing with the Secretaries of State of Tennessee and Ohio (the "Effective Date").

FIFTH: Pursuant to and subject to the terms and conditions of this Plan of Merger, each outstanding share of FMC Common Stock shall be exchanged for one outstanding share of First Media Common Stock. Each holder of a certificate representing shares of FMC Common Stock shall deliver such certificate to First Media and shall be issued a certificate representing ownership of an equal number of shares of First Media Common Stock.

SIXTH: Upon and after the Effective Date, First Media shall continue in existence as the surviving corporation to the Merger and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities, and duties of First Media and FMC, and all real property of First Media or FMC shall be vested in and be the property of First Media without reversion or impairment, and all other property of First Media or FMC, including trademarks and the goodwill of the business, shall be conveyed to First Media; and all debts due to either First Media or FMC shall be vested in and be the property of First Media; and all debts, liabilities, and duties of First Media or FMC shall thenceforth attach to First Media and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

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 SEVENTH: The Charter of First Media as constituted on the Effective Date, but subject to change from time to time by the Board of Directors or the sole shareholder of First Media, shall govern the surviving corporation.

RILEY DARNELL
 SECRETARY OF STATE
 EIGHTH: The Bylaws of First Media in effect on the Effective Date, but subject to change from time to time by the Board of Directors or the sole shareholder of First Media, shall govern the surviving corporation.

NINTH: First Media and FMC, by mutual consent of their respective Boards of Directors, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval thereof of the sole shareholder of each of First Media and FMC; provided, however, that no such amendment, modification or supplement shall violate the provisions of Section 48-21-103(h) of the Tennessee Act or Section 1701.79(E) of the Ohio Act.

TENTH: First Media hereby consents to be sued and served with process in the State of Ohio and irrevocably appoints the Secretary of State of Ohio as its agent to accept service of process in any proceeding in the State of Ohio to enforce against First Media any obligations of FMC or to enforce the rights of a dissenting shareholder of FMC.

ELEVENTH: The principal office of First Media is 9149 Jones Court, Brentwood, Tennessee 37027.

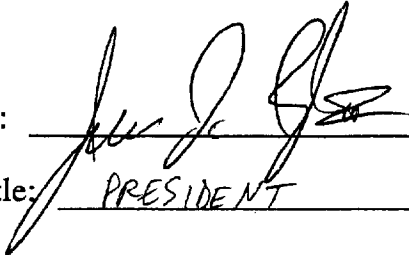
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WHEREAS, the parties have caused this Plan of Merger to be executed this

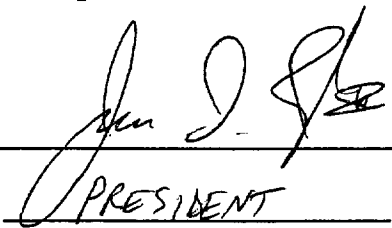
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the day of September, 1994.

RILEY DARNELL
SECRETARY OF STATE

FIRST MEDIA COMMUNICATIONS, INC.,
a Tennessee corporation

By: 
Title: PRESIDENT

FIRST MEDIA COMMUNICATIONS, INC.,
an Ohio corporation

By: 
Title: PRESIDENT

State of Tennessee, County of WILLIAMSON
Received for record the 20 day of
OCTOBER 1994 at 11:11 AM. (RECH 115313)
Recorded in official records
Book 1239 Page 126-133
Notebook 53 Page 406
State Tax \$.00 Clerks Fee \$.00,
Recording \$ 6.50, Total \$ 6.50,
Register of Deeds SADIE WADE
Deputy Register KAREN OWENS



The State of Ohio

Bob Taft

Secretary of State

853970

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: MUF

of:

FIRST MEDIA COMMUNICATIONS, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 4311 at Frame 1517 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 4TH day of NOV ,

A.D. 19 94 .

Bob Taft
Bob Taft
Secretary of State





Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

853970
Approved sep
Date 11-4-94
Fee 50.00
94110424902

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

First Media Communications, Inc.

(if the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Tennessee, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____

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NOV 4 1994
BOB TAFT
SECRETARY OF STATE



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

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Approved *hp*
Date 10-19-94
Fee 500
941014 25203

JA

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

First Media Communications, Inc.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: N/A

only if the name of surviving entity is changing through the merger

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____

- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this form, please attach a separate sheet listing the merging entities. Ohio registered or foreign qualified limited partnerships must include registration number.)*

Name	State/ Country of Organization	Type of Entity
<u>First Media Communications, Inc.</u>	<u>Tennessee</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Hal Andrews</u>	<u>511 Union Street, Suite 2100</u> (street and number) <u>Nashville, TN 37219</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On October 19, 1994 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

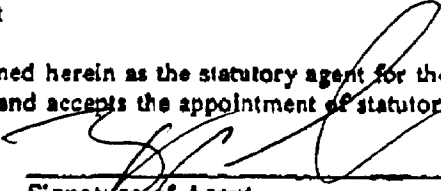
The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
CSC-Lawyers Incorporating	85 E. Gay, Suite 706
Service (Corporation Service Company)	<small>(complete agent address)</small> Columbus, Ohio 43215
	<small>city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.



Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity N/A

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is: N/A

(name) (street and number)
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

I. Foreign Qualifying Limited Liability Company
(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. Foreign Qualifying Limited Partnership
(If the qualifying entity is a foreign limited partnership, the following information must be completed)

a. The name of limited partnership is _____

b. The limited partnership was formed on _____
under the laws of the state/country of _____

c. The address of the office of the limited partnership in its state/country of organization is _____

d. The limited partnership's principal office address is _____

e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

Name Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.