

Form PTO-1594
(Rev. 10-02)

RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

TRADEMARKS ONLY

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

1. Name of conveying party(ies):
EXCL Holdings, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation- Illinois
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Latin Communications EXCL Inc.
Internal Address: _____
Street Address: 2905 South King Road

City: San Jose State: CA Zip: 95122-1518

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: October 21, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,070,252

Additional numbers attached? Yes No

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

Name: Thomas P. Arden

Internal Address: Holland & Knight LLC

Street Address: 131 S. Dearborn St., 30th Floor

City: Chicago State: IL ZIP: 60603

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$40


Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-0045

DO NOT USE THIS SPACE

9. Signature.

Thomas P. Arden
Name of Person Signing


Signature

September 22, 2003
Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK
REEL: 002720 FRAME: 0247

CH \$40.00 130045 2070262

Delaware

PAGE 1

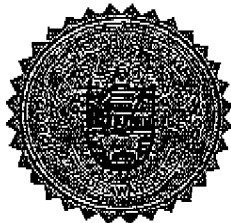
The First State

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:

"EXCL HOLDINGS, INC.", A ILLINOIS CORPORATION,

WITH AND INTO "LATIN COMMUNICATIONS EXCL INC." UNDER THE NAME OF "LATIN COMMUNICATIONS EXCL INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2002, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2564855 8100M

020651663

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2047525

TRADEMARK

DATE: 10-22-02

REEL: 002720 FRAME: 0248

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/22/2002
020551663 - 2564855

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
EXCL HOLDINGS, INC.
INTO
LATIN COMMUNICATIONS EXCL INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Latin Communications EXCL Inc., a corporation incorporated on the 27th day of November, 1995, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Corporation");

DOBS HEREBY CERTIFY that the Corporation lawfully owns 100% of the capital stock of EXCL Holdings, Inc., a corporation incorporated on the 10th day of July, 1992, pursuant to the provisions of the Compiled Statutes, Business Corporation Act of 1983, of the State of Illinois, and that the Corporation, by resolution of its Board of Directors duly adopted by Unanimous Written Consent effective as of the 1st day of October, 2002, determined to and did merge into itself EXCL Holdings, Inc., which resolution provides, in relevant part, as follows:

"WHEREAS, EXCL Holdings, Inc., an Illinois corporation ("EXCL"), is a wholly-owned subsidiary of the Corporation; and

"WHEREAS, in the furtherance of its purpose and objectives, the Board has determined that it is in the best interests of the Corporation to merge EXCL into the Corporation; and

"WHEREAS, in compliance with Section 253 of Delaware General Corporation Law . . . the officers of the Corporation have caused to be prepared . . . a Certificate of Ownership and Merger (the "Certificate").

"1. Merger.

"RESOLVED, that the Board hereby authorizes and approves the merger of EXCL into the Corporation and the assumption by the Corporation of all of the liabilities and obligations of EXCL, as provided by Section 253 of Delaware General Corporation Law and Section 11.30 of the Illinois Compiled Statutes.

"RESOLVED FURTHER, that the Executive Vice President and any Assistant Secretary of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, acknowledge

and deliver the Agreement in accordance with Section 103 of Delaware General Corporation Law and Section 11.30 of the Illinois Compiled Statutes, in substantially the form attached hereto as Exhibit "A", and with such additional terms and changes as such officers executing the same on behalf of the Corporation shall, with the advice of counsel, approve, with the execution thereof by such officer to be conclusive evidence of such approval.

"RESOLVED FURTHER, that the Executive Vice President and any Assistant Secretary of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, acknowledge and deliver, and to file or cause to be filed with the Delaware Secretary of State the Certificate in accordance with Sections 103 and 253 of Delaware General Corporation Law, in substantially the form attached hereto as Exhibit "B", and with such additional terms and changes as such officers executing the same on behalf of the Corporation shall, with the advice of counsel, approve, with the execution thereof by such officer to be conclusive evidence of such approval; and thereafter to file or cause to be filed in the office of the Recorder of Deeds of New Castle County a certified copy of the Certificate.

"RESOLVED FURTHER, that the Executive Vice President and any Assistant Secretary of the Corporation, each with full power to act alone, be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to execute, acknowledge and deliver, and to file or cause to be filed with the Illinois Secretary of State the Articles in accordance with Section 11.30 of the Illinois Compiled Statutes, in substantially the form attached hereto as Exhibit "C", and with such additional terms and changes as such officers executing the same on behalf of the Corporation shall, with the advice of counsel, approve, with the execution thereof by such officer to be conclusive evidence of such approval; and thereafter to file or cause to be filed in the office of the Recorder of Cook County a certified copy of the Articles.

"2. Further Acts: Ratification.

"RESOLVED, that the officers of the Corporation, each with the full power to act alone, be, and each of them hereby is, authorized, directed and empowered to take all such further action and to execute, in the name and on behalf of the Corporation, under its corporate seal or otherwise, and deliver all such further documents, certificates and instruments, to comply with any and all applicable federal and Delaware and Illinois state laws, and to pay all such fees, taxes and other expenses as in their judgment shall be deemed necessary, proper or advisable in effecting the intent and purpose of the foregoing resolutions.

"RESOLVED FURTHER, that all such lawful acts heretofore taken by the officers of the Corporation, in preparing or causing to be prepared, signing or causing to be signed each of the Agreement, the Articles and the Certificate, and/or any other documents, certificates and instruments, required in connection with any of the foregoing, and all such other lawful acts and things as the officers may have deemed necessary, proper or advisable in effecting the intent and purpose of the foregoing resolutions, are hereby ratified, approved and confirmed in all respects as the acts of the Corporation."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Jeanette Tully and Michael G. Rowles, the Executive Vice President and Assistant Secretary, respectively, of the Corporation, this 21st day of October, 2002.

LATIN COMMUNICATIONS EXCL INC.

By: Jeanette Tully
Jeanette Tully
Its: Executive Vice President

By: Michael G. Rowles
Michael G. Rowles
Its: Assistant Secretary