

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pop Radio Corporation		08/31/1994	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	Actmedia, Inc.
Street Address:	301 Merritt 7
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06856
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1487052	POP RADIO

CORRESPONDENCE DATA	
Fax Number:	(212)852-7217
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-852-7729
Email:	dvoss@newscorp.com
Correspondent Name:	Michelle V. Francis
Address Line 1:	1211 Avenue of the Americas
Address Line 2:	News America Incorporated
Address Line 4:	New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	POP RADIO HER TO ACTM
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NAME OF SUBMITTER:	Donna J. Voss
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Total Attachments: 4 source=Pop Radio Merger into Actmedia Inc p1#page1.tif source=Pop Radio Merger into Actmedia Inc p2#page1.tif source=Pop Radio Merger into Actmedia Inc p3#page1.tif source=Pop Radio Merger into Actmedia Inc p4#page1.tif
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CH \$40.00 1487052

PR-30.31 (1/90)

State of New York - Department of Taxation and Finance - Corporation Tax
Albany, New York 12227

To: SECRETARY OF STATE

Date: 7/20/94

Name of Corporation

POP RADIO CORPORATION

13-3177162 AA7

Pursuant to provisions of Section 907 of the Business Corporation Law, the State Tax Commissioner hereby consents to the MERGER of the above named corporation, INTO ACTMEDIA, INC. (DE), IF FILED ON OR BEFORE 10/20/94.

Certificate and fee are attached.

Filed by: CT

Director, Processing Division

By *Maya Shapiro*

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CT-07

CT-07

**CERTIFICATE OF MERGER
OF
POP RADIO CORPORATION**
(a New York corporation)
with and into
ACTMEDIA, INC.
(a Delaware corporation)

RECEIVED
DEPARTMENT OF
TAXATION AND FINANCE
JUL 15 1994
CORPORATION TAX
DISSOLUTION

Pursuant to Section 907 of the New York Business Corporation law, we, the undersigned,

David N. Walthall and Wayne Kern, being respectively the Chairman of the Board and Secretary of POP Radio Corporation, a New York corporation, hereby certify:

1. POP Radio Corporation, a New York corporation (the "Subsidiary") will merge with and into Actmedia, Inc., a Delaware corporation (the "Parent"). The Parent will be the surviving corporation.

2. The designation and number of outstanding shares of class of each corporation to be merged and the number of such shares of each class, if any, owned by the surviving corporation are as follows:

<u>Name of Corporation</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
POP Radio Corporation	1,543,050 shares of Common Stock	1,543,050 shares of Common Stock
Actmedia, Inc.	13,066,969 shares of Common Stock	-0-

3. The Parent owns all of the outstanding shares of the Subsidiary.

4. The certificate of incorporation of the Subsidiary was filed with the New York Department of State on August 7, 1983.

5. The Parent (the surviving corporation) was incorporated under the laws of the State of Delaware on February 18, 1983; and its application for authority to do business in the State of New York was filed with the New York Department of State on March 23, 1983. The merger is permitted by the laws of the State of Delaware and is in compliance therewith.

6. The Parent agrees that it may be served with process in the State of New York in any action or special proceedings for the enforcement of any liability or obligation of the Subsidiary, previously amenable to suit in the State of New York, and for the enforcement under the New York Business Corporation Law of the right of shareholders of the Subsidiary

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to receive payment for their shares against the Parent; and it designates the Secretary of State of New York as its agent upon whom process may be served in the manner set forth in paragraph (b) of Section 306 of the New York Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 13355 Noel Road, Suite 1350, Dallas, Texas 75240, Attention: David N. Walthall. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

7. The Parent (the surviving corporation) agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, it will promptly pay to the shareholders of the Subsidiary the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law, relating to the right of shareholders to receive payment for their shares.

8. The merger was approved in accordance with the laws of the State of Delaware, the Parent's (the surviving corporation's) state of incorporation.

IN WITNESS WHEREOF, this certificate has been signed on the 14 day of January, 1994, and the statements contained therein are affirmed as true under penalties of perjury.

ACTMEDIA, INC.
(a Delaware corporation)

By: David N. Walthall
David N. Walthall, Chairman of the Board

Wayne Kern
Wayne Kern, Secretary

POP RADIO CORPORATION

By: David N. Walthall
David N. Walthall, Chairman of the Board

Wayne Kern
Wayne Kern, Secretary

(28073.01)

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RECEIVED
DEPARTMENT OF REVENUE
JAN 17 1994
CORPORATION TAX
DISSOLUTION

940831000243
CT-07

FILED

AUG 31 1 48 PM '94

CERTIFICATE OF MERGER
OF
POP RADIO CORPORATION (NY)
INTO
ACTIMEDIA, INC. (DEL)
UNDER SECTION 907 OF THE BUSINESS CORPORATION LAW

SAC

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 31 1994

TAX \$ _____
BY: *SAC*
New York

CROUCH & HALLETT
717 N. HARWOOD STE 1400
DALLAS TX 75201

AUG 15 9 16 PM '94

RECEIVED

BILLED

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AUG 30 4 03 PM '94

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