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5-22-03

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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):

George W. Prescott Publishing Company

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

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

2. Name and address of receiving party(ies)

Name: George W. Prescott Publishing Internal Company, LLC Address:

Street Address: 400 Crown Colony Drive

City: Quincy State: MA Zip: 02160

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Delaware Limited Liability Company

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: March 28, 2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2097397

Additional number(s) attached Yes No

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

Name: Daniel P. Collins Trademark Legal Assistant Internal Address: Palmer & Dodge LLP

Street Address: 111 Huntington Avenue

City: Boston State: MA Zip: 02199-7613

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:

DO NOT USE THIS SPACE

9. Signature.

Daniel P. Collins Name of Person Signing

Signature

May 22, 2003 Date

Total number of pages including cover sheet, attachments, and document: 12

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

**GEORGE W. PRESCOTT PUBLISHING COMPANY, LLC**

**CERTIFICATE OF MERGER**

**PURSUANT TO SECTION 18-209**

**OF THE**

**DELAWARE LIMITED LIABILITY COMPANY ACT**

**Certificate of Merger, dated March 27, 2003, of George W. Prescott Publishing Company, LLC, a Delaware limited liability company, to be filed with the Secretary of State of Delaware pursuant to Section 18-209 of the Delaware Limited Liability Company Act.**

**1. George W. Prescott Publishing Company, a Massachusetts corporation, is merging with and into George W. Prescott Publishing Company, LLC, a Delaware limited liability company. George W. Prescott Publishing Company, LLC is the surviving entity of the merger (the "Merger").**

**2. The Merger is being consummated pursuant to a Merger Agreement, dated as of the date of this Certificate of Merger (the "Merger Agreement"), between George W. Prescott Publishing Company and George W. Prescott Publishing Company, LLC, which was duly approved and executed by each of George W. Prescott Publishing Company and George W. Prescott Publishing Company, LLC.**

**3. The name of the surviving limited liability company is "George W. Prescott Publishing Company, LLC."**

**4. The Merger is to be effective upon the filing of this Certificate of Merger with the Secretary of State of Delaware.**


**5. The Merger Agreement is on file at the office of George W. Prescott Publishing Company, LLC, 400 Crown Colony Drive, Quincy, MA 02160.**

**6. A copy of the Merger Agreement will be furnished by George W. Prescott**

Publishing Company, LLC, on request and without cost, to any person or entity which held shares of capital stock of George W. Prescott Publishing Company immediately prior to the effective time of the Merger.

GEORGE W. PRESCOTT PUBLISHING  
COMPANY, LLC

By: ENTERPRISE NEWSMEDIA, INC., its  
Sole Member

By:   
Name: James F. Plugh  
Title: President

OK for Certfile

SECRETARY OF THE COMMONWEALTH

03 MAR 31 AM 9: 55

CORPORATION DIVISION

CERTIFICATE OF MERGER OF

George W. Prescott Publishing Company

A Massachusetts corporation

into

George W. Prescott Publishing Company, LLC

A Delaware limited liability company

FILED

MAR 31 2003

SECRETARY OF THE COMMONWEALTH CORPORATIONS DIVISION

Pursuant to Ch. 156C, Sec. 61 of the Massachusetts Limited Liability Company Act, the undersigned surviving limited liability company hereby submits the following Certificate of Merger for filing:

1. The name, federal employer identification number, and principal office address of the entities involved in the merger are:

| <u>Name</u>                                | <u>FEIN</u> | <u>Principal office address</u>         |
|--|-------------|---|
| George W. Prescott Publishing Company      | 04-1742545  | 400 Crown Colony Drive Quincy, MA 02169 |
| George W. Prescott Publishing Company, LLC | applied for | 400 Crown Colony Drive Quincy, MA 02169 |

2. The date and jurisdiction of formation or organization of the entities involved in the merger are:

| <u>Name</u>                                | <u>Date of formation</u> | <u>State of formation</u> |
|--|--------------------------|---------------------------|
| George W. Prescott Publishing Company      | 11/18/1908               | Massachusetts             |
| George W. Prescott Publishing Company, LLC | 11/13/2002               | Delaware                  |

3. The name and federal employer identification number of the surviving limited liability company is: George W. Prescott Publishing Company, LLC, applied for.

4. An agreement of merger has been approved and executed by each entity which is to merge.

5. The agreement of merger is on file at a place of business of the surviving limited liability company, the address of which is 400 Crown Colony Drive, Quincy, MA 02169.

6. George W. Prescott Publishing Company, LLC, the surviving limited liability company agrees that it may be served with process in the Commonwealth of Massachusetts in any action, suit, or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge, irrevocably appointing the State Secretary as its agent to accept service of process in any such action, suit or

proceeding, and specifies the following address as the address to which a copy of any such process shall be mailed to it by the State Secretary: 400 Crown Colony Drive, Quincy, MA 02169.

7. A copy of the agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

8. The name and business address of each manager of the surviving limited liability company is:

None.


9. The name and business address of each person authorized to execute on behalf of the surviving limited liability company, documents to be filed with the Secretary of the Commonwealth is:

| <u>Name</u>           | <u>Business Address</u>  |
|-----------------------|--|
| Thomas Branca         | c/o Enterprise NewsMedia, Inc.<br>400 Crown Colony Drive<br>Quincy, MA 02169 |
| James F. Plugh        | same as above  |
| Frank E. Richardson   | c/o F.E. Richardson & Company<br>245 Park Avenue<br>New York, NY 10167       |
| Douglas S. Rich, Esq. | 473 West End Avenue<br>New York, NY 10024                                    |

10. The name and business address of each person authorized to execute, acknowledge, deliver and record on behalf of the surviving limited liability company, any recordable instrument purporting to affect an interest in real property are Thomas Branca, James F. Plugh, Frank E. Richardson, or Douglas S. Rich, each acting singly or jointly.

IN WITNESS WHEREOF the undersigned affirms and swears, under penalties of perjury, that to the undersigned's knowledge and belief, the foregoing statements are true as of the 28<sup>th</sup> day of March, 2003.

George W. Prescott Publishing Company, LLC

By:   
James F. Plugh

REGISTRATION  
CORPORATION DIVISION

# The Commonwealth of Massachusetts

Examiner

MAR 31 AM 9:49  
CORPORATION DIVISION

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ~~\*CONSOLIDATION~~ / \*MERGER (General Laws, Chapter 156B, Section 79)

~~\*Consolidation~~ / \*merger of

George W. Prescott Publishing Company

and

George W. Prescott Publishing Company, LLC

the constituent corporations, into

George W. Prescott Publishing Company, LLC

~~XXXXXXXXXX~~ / \*one of the constituent corporations organized under the laws of: Delaware

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~\*consolidation~~ / \*merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~resulting~~ / \*surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.
2. The effective date of the ~~\*consolidation~~ / \*merger determined pursuant to the agreement of ~~\*consolidation~~ / \*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

### 3. (For a merger)

\*\*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None

### (For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

N/A

- C
- P
- M
- R.A.

**Delete the inapplicable words.**

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.*

P.C.

(For a consolidation)

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue:

| WITHOUT PAR VALUE |                  | WITH PAR VALUE |                  |           |
|-------------------|------------------|----------------|------------------|-----------|
| TYPE              | NUMBER OF SHARES | TYPE           | NUMBER OF SHARES | PAR VALUE |
| Common:           | N/A              | Common:        | N/A              | N/A       |
|                   |                  |                |                  |           |
| Preferred:        | N/A              | Preferred:     | N/A              | N/A       |
|                   |                  |                |                  |           |

\*\* (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

N/A

\*\* (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

N/A

\*\* (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

N/A

Item 4 below may be deleted if the resulting /surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the \*resulting / \*surviving corporation.

(a) The street address of the \*resulting / \*surviving corporation in Massachusetts is: *(post office boxes are not acceptable)*

N/A

\*\*If there are no provisions state "None".

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**ARTICLES OF \*CONSOLIDATION / \*MERGER**

(General Laws, Chapter 156B, Section 79)

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I hereby approve the within Articles of \*Consolidation / \*Merger and, the filing fee in the amount of \$ \_\_\_\_\_, having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

*Effective date* \_\_\_\_\_

**WILLIAM FRANCIS GALVIN**

*Secretary of the Commonwealth*

**TO BE FILLED IN BY CORPORATION**

**Photocopy of document to be sent to:**

\_\_\_\_\_  
Patrick C. Toomey, Esq.

\_\_\_\_\_  
Gadsby Hannah LLP, 225 Franklin Street

\_\_\_\_\_  
Boston, MA 02110

Telephone: \_\_\_\_\_ ( 617) 345-7000

# Delaware

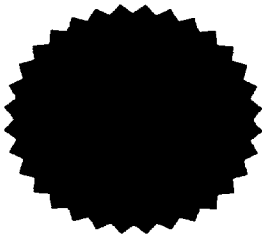
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*The First State*

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 MERGER, WHICH MERGES:

"GEORGE W. PRESCOTT PUBLISHING COMPANY", A MASSACHUSETTS CORPORATION,

WITH AND INTO "GEORGE W. PRESCOTT PUBLISHING COMPANY, LLC" UNDER THE NAME OF "GEORGE W. PRESCOTT PUBLISHING COMPANY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2003, AT 2 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2337743

3590424 8100M

030208398

DATE: 03-28-03

RECORDED: 05/22/2003

TRADEMARK  
REEL: 002756 FRAME: 0048