



06-30-2003



102485453

Form PTO-1594 (Rev. 10/02)

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

Tab settings

6-25-03 RECORDATION TRADE

MENT OF COMMERCE nt and Trademark Office

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

1. Name of conveying party(ies):
Dapey Assaf-Hamadrikh Leassakim
Be New York, Ltd.

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

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

2. Name and address of receiving party(ies)
 Name: DAG Media, Inc.
 Internal
 Address: _____
 Street Address: 125-10 Queens Blvd.-Suite 14
 City: Kew Gardens State: NY Zip: 11415

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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: September 28, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
2,560,993
2,647,782

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 2

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lauren B. Cohen, Esq.
 Internal Address: 175 Farview Avenue
Paramus, New Jersey 07652

Street Address: 175 Farview Avenue

City: Paramus State: NJ Zip: 07652

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

DO NOT USE THIS SPACE

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.

Lauren B. Cohen Lauren B. Cohen June 3, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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

06/30/2003 6TON11 00000015 2560993
01 FC:8521 40.00 OP
02 FC: 8522 -> 25.00 OP

TRADEMARK REEL: 002766 FRAME: 0642

F990928000 878

CERTIFICATE OF MERGER

of

DAPEY ASSAF-DAPEY ZAHAV, LTD.

(a New York corporation)

and

DAPEY ASSAF-HAMADRIKH LEASSAKIM ISRAELIM BE NEW YORK, LTD.

(a New York corporation)

into

DAG MEDIA, INC.

(a New York corporation)

(Under § 904 of the Business Corporation Law)

It is hereby certified, upon behalf of each of **DAPEY ASSAF-DAPEY ZAHAV, LTD.**, **DAPEY ASSAF-HAMADRIKH LEASSAKIM ISRAELIM BE NEW YORK, LTD.**, and **DAG MEDIA, INC.** (the "constituent corporations") herein named, as follows:

FIRST: This Certificate of Merger is made pursuant to Business Corporation Law §904. The Board of Directors of each of the constituent corporations has duly adopted a plan of merger, setting forth the terms and conditions of the merger of said corporations. The effective date of the merger is the date of filing of the certificate of merger by the department of state.

SECOND: ~~The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving corporation" is DAG Media, Inc. The jurisdiction of DAG Media, Inc.'s incorporation is the State of New York, and its certificate of incorporation was filed by the department of state on February 22, 1999. The name of the surviving corporation shall not be changed upon completion of the merger.~~

THIRD: There are no amendments or changes in the certificate of incorporation of the surviving corporation to be effectuated by the merger.

FOURTH: The name of the domestic constituent corporations, which are being merged into the domestic surviving corporation, and which are hereinafter sometimes referred to as the "merged constituent corporations" are Dapey Assaf-Dapey Zahav, Ltd. (a New York Corporation) and Dapey Assaf-Hamadrikh Leassakim Israelim Be New York, Ltd. (a New York Corporation). The certificate of incorporation of Dapey Assaf-Dapey Zahav, Ltd. was filed by the department of state on January 5, 1995 under the name "Dapey Assaf, the Hebrew Directory, Inc.". The certificate of incorporation of Dapey Assaf-Hamadrikh Leassakim Israelim Be New York, Ltd. was filed by the department of state on November 3, 1989.

F:\DAPEY ASSAF\MERGER\CERT\MERG-1.doc

FIFTH: As to each constituent corporation, the designation and number of outstanding shares of each class and series entitled to vote on the plan of merger, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, are set forth below:

DAG Media, Inc.

<u>Designation of outstanding shares of each class and series</u>	<u>Number of outstanding shares of each class and series</u>	<u>The classes and series entitled to vote</u>	<u>Each class and series entitled to vote as a class</u>
Common	2,976,190	None (pursuant to §905(a) of the Business Corporation Law)	None

Dapey Assaf-Dapey Zahav, Ltd.

<u>Designation of outstanding shares of each class and series</u>	<u>Number of outstanding shares of each class and series</u>	<u>The classes and series entitled to vote</u>	<u>Each class and series entitled to vote as a class</u>
Common	100 no par value	Common	None

Dapey Assaf-Hamadrikh Leassakim Israelim Be New York, Ltd.

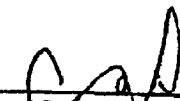
<u>Designation of outstanding shares of each class and series</u>	<u>Number of outstanding shares of each class and series</u>	<u>The classes and series entitled to vote</u>	<u>Each class and series entitled to vote as a class</u>
Common	100 no par value	Common	None

SIXTH: The board of directors of each constituent corporation, in accordance with §903 of the Business Corporation Law, adopted the plan of merger. Because DAG Media, Inc. was the sole shareholder of each other constituent corporation, pursuant to Business Corporation Law §905(a), shareholder approval was unnecessary and the plan of merger was approved on behalf of DAG Media, Inc. solely by its Board of Directors. Except for the Board of Directors of DAG Media, Inc., the Boards of Directors of each other constituent corporation submitted the plan to a vote of the shareholders of the respective constituent corporations in accordance with the notice provisions of §903(a)(1), and the plan of merger was adopted by the unanimous consent of the shareholders entitled to vote thereon of such constituent corporation at the meeting of shareholders of each respective constituent corporation.


IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

Executed on this day, September __, 1999


DAG MEDIA INC.

By: 
Assaf Ran, President & CEO

DAPEY ASSAF-DAPEY ZAHAV, LTD.

By: 
Assaf Ran, President

DAPEY ASSAF-HAMADRIKH LEASSAKIM
ISRAELIM BE NEW YORK, LTD.

By: 
Assaf Ran, President

F990928000878

CERTIFICATE OF MERGER

OF

DAPEY ASSAF-DAPEY ZAHAV, LTD.
(a New York corporation)

AND

DAPEY ASSAF-HAMADRIKH LEASSAKIM ISRAELIM BE NEW YORK, LTD.
(a New York corporation)

INTO

DAG MEDIA, INC.
(a New York corporation)

SEP 28 4 58 PM '99

RECEIVED

28 2 17 PM '99

UNDER TO SECTION 904 OF THE BUSINESS CORPORATION LAW

**DRAWDOWN
DELANEY - 30**

**ICC
STATE OF NEW YORK
DEPARTMENT OF STATE**

SEP 28 1999

FILED
TAXS
BY: JAN
Omer

**FILED BY:
MORSE, ZELNICK, ROSE & LANDER
450 PARK AVENUE
NEW YORK, NEW YORK 10022**

4

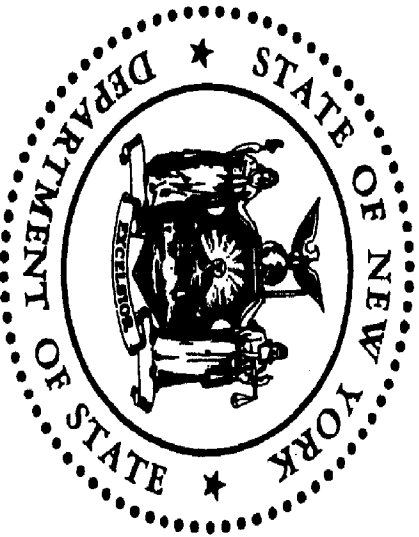
990928000914

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

MAR 29 2001



A handwritten signature in cursive script, appearing to read 'J. Blunk', is written over a horizontal line.

Special Deputy Secretary of State