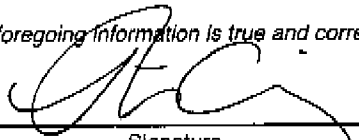


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings $\Rightarrow \Rightarrow \Rightarrow$	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): <u>O'Reilly & Associates, Inc.</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>MA</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>O'Reilly Media, Inc.</u> Internal Address: _____ Street Address: <u>1005 GRAVENSTEIN Hwy North</u> City: <u>Sebastopol</u> State: <u>CA</u> Zip: <u>95472</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>12-17-03</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2577741;</u> <u>2149506; 2209120; 2262465;</u> <u>1804376; 2128348; 2123005</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <u>2080483; 2080482</u>	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>ROBERTA CAIRNEY, Esq</u> Internal Address: <u>ROBERTA CAIRNEY LAW OFFICES</u> Street Address: <u>588 Sutter St. #431</u> City: <u>SAN FRANCISCO</u> State: <u>CA</u> Zip: <u>94102</u>	6. Total number of applications and registrations involved: 9 7. Total fee (37 CFR 3.41).....\$ <u>240</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: _____ <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i> <u>ROBERTA CAIRNEY</u>  <u>2-17-04</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: 23		

OP \$240.00 2577741

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

Delaware

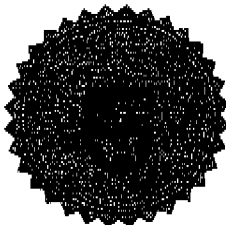
PAGE 1

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 MERGER, WHICH MERGES:

"O'REILLY & ASSOCIATES, INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "O'REILLY MEDIA, INC." UNDER THE NAME OF "O'REILLY MEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2003, AT 3:33 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2824760

3737117 8100M

030814573

DATE: 12-18-03

TRADEMARK

REEL: 002795 FRAME: 0949

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 03:33 PM 12/17/2003
 FILED 03:33 PM 12/17/2003
 SRV 030814573 - 3737117 FILE

**CERTIFICATE OF MERGER
 OF
 O'REILLY & ASSOCIATES, INC.
 WITH AND INTO
 O'REILLY MEDIA, INC.**

Pursuant to Section 252(c) of the
 General Corporation Law of the State of Delaware

O'Reilly Media, Inc., a Delaware corporation ("*O'Reilly Delaware*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of O'Reilly & Associates, Inc., a Massachusetts corporation ("*O'Reilly Massachusetts*"), with and into O'Reilly Delaware, with O'Reilly Delaware remaining as the surviving corporation of the Merger (the "*Surviving Corporation*"):

- FIRST:** O'Reilly Delaware is incorporated pursuant to the General Corporation Law of the State of Delaware ("*DGCL*"). O'Reilly Massachusetts is incorporated pursuant to the Massachusetts General Laws ("*MGL*"). O'Reilly Delaware and O'Reilly Massachusetts are the constituent corporations in the Merger.
- SECOND:** An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by O'Reilly Delaware and by O'Reilly Massachusetts in accordance with the provisions of subsection (c) of Section 252 of the DGCL.
- THIRD:** The Surviving Corporation of the Merger shall be O'Reilly Delaware.
- FOURTH:** Upon the effectiveness of the Merger, the Restated Certificate of Incorporation of O'Reilly Delaware, the Surviving Corporation, shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto.
- FIFTH:** The Surviving Corporation is a corporation formed and existing under the laws of the State of Delaware.
- SIXTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of O'Reilly Delaware, the Surviving Corporation, at 1005 Gravenstein Highway North, Sebastopol, California 95472.
- SEVENTH:** A copy of the executed Agreement and Plan of Merger will be furnished by O'Reilly Delaware, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- EIGHTH:** The authorized capital stock of O'Reilly Massachusetts is 12,500 shares of Common Stock, no par value.

This Certificate of Merger shall become effective on December 17, 2003.

IN WITNESS WHEREOF, O'Reilly Media, Inc. has caused this Certificate of Merger to be executed by its duly authorized officers as of December 17, 2003.

O'Reilly Media, Inc.

By: 

Timothy O'Reilly

Its: President and Chief Executive Officer

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

OF

O'REILLY MEDIA, INC.

O'Reilly Media, Inc., a Delaware corporation, hereby certifies that:

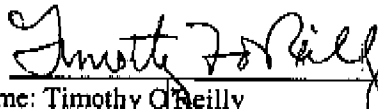
1. The name of the corporation is O'Reilly Media, Inc. The date of filing its original Certificate of Incorporation with the Secretary of State was December 10, 2003.

2. This Restated Certificate of Incorporation of the corporation attached hereto as Exhibit "1", which is incorporated herein by this reference, and which restates, integrates and further amends the provisions of the Certificate of Incorporation of this corporation as previously amended or supplemented, has been duly adopted by the corporation's Board of Directors and the sole stockholder in accordance with Sections 242 and 245 of the Delaware General Corporation Law, with the approval of the corporation's sole stockholder having been given by written consent without a meeting in accordance with Section 228 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, said corporation has caused this Restated Certificate of Incorporation to be signed by its duly authorized officer and the foregoing facts stated herein are true and correct.

Dated: December 17, 2003

O'Reilly Media, Inc.

By: 
Name: Timothy O'Reilly
Title: President and Chief Executive Officer

23906/00601/SF/5110826.1

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EXHIBIT "1"
RESTATED CERTIFICATE OF INCORPORATION
OF
O'REILLY MEDIA, INC.

ARTICLE I

The name of the corporation is O'Reilly Media, Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 15 East North Street, City of Dover, County of Kent, DE 19901. The name of its registered agent at that address is Incorporating Services, Ltd.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law of the State of Delaware.

ARTICLE IV

1. **Authorization of Shares.** This corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is Thirty-Six Million (36,000,000) shares, \$0.001 par value per share, Twenty-Four Million (24,000,000) of which are designated as "Class A Common Stock," and Twelve Million (12,000,000) of which are designated as "Class B Common Stock." The total number of shares of Preferred Stock authorized to be issued is Twelve Million (12,000,000) shares, \$0.001 par value per share, all of which are designated as "Series A Preferred Stock."

ARTICLE V

The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock and the Common Stock are as follows:

1. **Definitions.** For purposes of this Article V, the following definitions apply:

1.1 "**Board**" shall mean the Board of Directors of the Corporation.

1.2 "**Class A Common Stock**" shall mean the Class A Common Stock, \$0.001 par value, of the Corporation.

1.3 "**Class B Common Stock**" shall mean the Class B Common Stock, \$0.001 par value, of the Corporation.