

08-08-2003

7-7-03



MARKS ONLY

102519975

CE

THE UNITED STATES PATENT AND TRADEMARK OFFICE

REGISTRANT : Professional Publishing Associates Limited

FOR THE MARKS : WELLNESS GUIDE; IMAGINE\*NATION w/Design; TODAY'S GRANDPARENT; and, TODAY'S PARENT

REG. NOS. : 2,145,546; 2,313,566; 2,479,045; 2,072,048

REG. DATES : March 17, 1998; February 1, 2000; August 21, 2001; June 17, 1997

ATTORNEY DOCKET NO. : SMB 5 649; SMB 5 769; SMB 5 815; SMB 5 449

RECORDATION FORM COVER SHEET

Box Assignment  
Commissioner for Patents and Trademarks  
Washington, D.C. 20231

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

Professional Publishing Associates Limited

Entity:

\_\_\_ Individual(s) \_\_\_ Association

\_\_\_ General Partnership \_\_\_ Limited Partnership

X Corporation-State \_\_\_\_\_ Canada

\_\_\_ Other \_\_\_\_\_

08/08/2003 ECDDPER 00000044 060308 2145546

01 FC:0321  
02 FC:0322

40.00 BA  
75.00 BA

2. Name and Address of receiving Party(ies):

Name: Rogers Publishing Limited/Editions Rogers Limitee

Street Address: 333 Bloor Street East

TRADEMARK  
REEL: 002797 FRAME: 0111

City: Toronto, Ontario

State: CANADA ZIP: M4W 1G9

Entity:

Individual-Citizenship                       Association  
 General Partnership                       Limited Partnership  
 Corporation-State                      Canada  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes                       No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment                       Change of Name  
 Security Agreement                       Merger

Other \_\_\_\_\_

Execution Date: December 31, 2002

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

Additional sheet attached?                       Yes                       No

A. Trademark Appl. No.(s)                      B. Trademark Reg. No.(s)

	<del>2,145,546;</del>
	<u>2,313,566;</u>
	<u>2,479,045</u>
	<u>2,072,048</u>

Additional numbers attached?                       Yes                       No

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

Name: James W. McKee

Firm: Fay, Sharpe, Fagan, Minnich & McKee, LLP

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 4

7. Total fee (37 C.F.R. 3.41): \$ 115.00

     Enclosed

  X   Authorized to be charged to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): 06-0308

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.*

Respectfully submitted,

FAY, SHARPE, FAGAN,  
MINNICH & MCKEE, LLP



Colleen R. Goss  
1100 Superior Avenue  
Seventh Floor  
Cleveland, OH 44114-2518  
(216) 861-5582

July 3, 2003

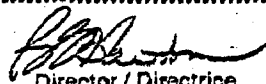
Date

Total number of pages including cover sheet, attachments, and document: 15

This is to certify that these articles  
 are effective on

**1555721**

**DECEMBER 31 DÉCEMBRE, 2002**



Director / Directrice

Business Corporations Act / Loi sur les sociétés par actions

Trans Code A 18	Line No. 0 20	Stat. 0 28	Comp. Type A 29	Method incorp. 3 30	Share S 31
Notice Req'd N 32	Jurisdiction ONTARIO 33			47	A 57

**ARTICLES OF AMALGAMATION  
 STATUTS DE FUSION**

Form 4  
 Business  
 Corporations  
 Act

Formule 4  
 numéro-4  
 Loi  
 sur les  
 compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

R	O	G	E	R	S		P	U	B	L	I	S	H	I	N	G		L	I	M	I	T	E	D	/	É	D	I	T
I	O	N	S		R	O	G	E	R	S		L	I	M	I	T	É	E											

2. The address of the registered office is: *Adresse du siège social:*

333 Bloor Street East, 10th Floor

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
 (Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto, Ontario

(Name of Municipality or Post Office)  
 (Nom de la municipalité ou du bureau de poste)

M	4	W	1	G	9
(Postal Code)					
(Code Postal)					

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

Minimum of 1 and maximum of 10

4. The director(s) is/are:

*Administrateur(s):*

First name, initials and surname  
*Prénom, initiales et nom de famille*

Address for service, giving Street & No. or R.R. No., Municipality and Postal Code.  
*Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal*

Resident Canadian State  
 Yes or No  
*Résident Canadien  
 Oui/Non*

Larry Michieli

2190 Vista Drive, Burlington, Ontario L7M 3N7

Yes

Brian Segal

125 Balmoral Avenue, Toronto, Ontario M4V 1J5

Yes

Anthony P. Viner

30-A Balmoral Avenue, Toronto, Ontario M4V 1J5

Yes

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the Business Corporations Act on the date set out below.



A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B      Cocher A ou B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.  
The articles of amalgamation in substance contain the provisions of the articles of incorporation of



B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présentes statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
ROGERS PUBLISHING LIMITED/ÉDITIONS ROGERS LIMITÉE	1074959	December 31, 2002
CANADIAN AD-CHECK SERVICES INC.	614441	December 31, 2002
CANADIAN BUSINESS MEDIA LTD.	787991	December 31, 2002
GREAT EXPECTATIONS MAGAZINE INC.	716070	December 31, 2002
GILLAN HOLDINGS INC.	965810	December 31, 2002
MACLEAN HUNTER T.V. PRODUCTIONS LIMITED	1289653	December 31, 2002
PROFESSIONAL PUBLISHING ASSOCIATES LIMITED	995181	December 31, 2002

Continued on page 2a

## ROGERS PUBLISHING LIMITED/ÉDITIONS ROGERS LIMITÉE

## 5.B Amalgamating Corporations Continued

Names of amalgamating corporations	Ontario Corporation Number	Date of Adoption/Approval
PREMIUM READERS SERVICE INC.	294817	December 31, 2002
TRANS CANADA READERS SERVICE INC.	294816	December 31, 2002

restrictions, if any, on business the corporation  
may carry on or on powers the corporation  
may exercise.

*Limites, s'il y a lieu, imposées aux activités  
commerciales ou aux pouvoirs de la compagnie.*

3

There are no restrictions on the business the Corporation may carry on or the powers the Corporation  
may exercise.

The classes and any maximum number of shares  
that the corporation is authorized to issue.

*Catégories et nombre maximal, s'il y a lieu,  
d'actions que la compagnie est autorisée à émettre:*

An unlimited number of Class A Common shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

*Droits, privileges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:*

4

The holders of the Class A Common shares shall be entitled:

(a) to one (1) vote in respect of each Class A Common share at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;

(b) to receive subject to the rights of the holders of the other classes of shares of the Corporation, dividends in the form of fully paid shares of the Corporation or money as, when, and at the rate declared in the discretion of the directors; and

(c) to receive, subject to the rights of the holders of the other classes of shares of the Corporation, the remaining property of the corporation on the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

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REEL: 002797 FRAME: 0118



9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without either:

(a) the approval of the directors of the Corporation expressed by a resolution passed at a duly constituted meeting of the board of directors by a majority of the directors of the Corporation present and entitled to vote or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the approval of the shareholders of the Corporation expressed either by a resolution passed at a duly constituted meeting of the shareholders, by a majority of the votes cast thereat or by an instrument or instruments in writing signed by the holders of outstanding shares in the capital of the Corporation having a majority of the voting rights attaching to all of the outstanding shares in the capital of the Corporation.

10. Other provisions, (if any):

*Autres dispositions, s'il y a lieu.*

(a) The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

(b) Any invitation to the public to subscribe for securities of the Corporation is prohibited.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".*

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

ROGERS PUBLISHING LIMITED/ÉDITIONS ROGERS LIMITÉE

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President and Chief Financial Officer

Per: [Signature]  
Name: Assistant Secretary  
Title:

CANADIAN BUSINESS MEDIA LTD.

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President and Chief Financial Officer

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary  
GILLAN HOLDINGS INC.

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President, Finance

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary  
PROFESSIONAL PUBLISHING ASSOCIATES LIMITED

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President, Finance

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary

CANADIAN AD-CHECK SERVICES INC.

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President and Chief Financial Officer

Per: [Signature]  
Name: Assistant Secretary  
Title:

GREAT EXPECTATIONS MAGAZINE INC.

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President, Finance

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary  
PREMIUM READERS SERVICE INC.

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President and Chief Financial Officer

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary  
MACLEAN MAGAZINE PRODUCTIONS LIMITED

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President and Chief Financial Officer

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary  
TRANS CANADA READERS SERVICE INC.

Per: [Signature]  
Name: Laura H. Nixon  
Title: Vice-President and Chief Financial Officer

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary

Per: [Signature]  
Name: Daphne Evans  
Title: Assistant Secretary

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