

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rainbow Publications, Inc.		06/04/1999	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA	
Name:	Black Belt Communications, Inc.
Street Address:	24715 Avenue Rockefeller
City:	Valencia
State/Country:	CALIFORNIA
Postal Code:	91355
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2157017	BLACK BELT

CORRESPONDENCE DATA	
Fax Number:	(804)344-7999
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	HWRITM@hunton.com
Correspondent Name:	Edward T. White
Address Line 1:	951 East Byrd Street
Address Line 2:	Riverfront Plaza, East Tower
Address Line 4:	Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER:	55895.101
NAME OF SUBMITTER:	Shannon Adkins

Total Attachments: 4
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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

June 4, 1999

The State Corporation Commission finds the accompanying articles submitted on behalf of

BLACK BELT COMMUNICATIONS, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

RAINBOW PUBLICATIONS, INC. (A CA CORPORATION NOT
QUALIFIED IN VA)
OHARA PUBLICATIONS, INC. (A CA CORPORATION NOT
QUALIFIED IN VA)
and 1 other entities

is merged into BLACK BELT COMMUNICATIONS, INC., which continues to exist under the
laws of VIRGINIA with the name BLACK BELT COMMUNICATIONS, INC.. The existence of
each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on June 4, 1999 at 12:00 NOON.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20317
99-06-04-0512

**TRADEMARK
REEL: 002824 FRAME: 0518**

ARTICLES OF MERGER

MERGING

RAINBOW PUBLICATIONS, INC. (a California corporation),
OHARA PUBLICATIONS, INC. (a California corporation) and
QUIK-GIFT, INC. (a California corporation)

WITH AND INTO

BLACK BELT COMMUNICATIONS, INC. (a Virginia corporation)

Pursuant to the provisions of Section 13.1-720 of the Virginia Stock Corporation Act (the "VSCA"), Black Belt Communications, Inc., a Virginia corporation (the "Surviving Corporation"), as the surviving corporation, hereby adopts the following Articles of Merger:

I.

The Plan of Merger (the "Plan") pursuant to which Rainbow Publications, Inc., Ohara Publications, Inc. and Quik-Gift, Inc., each a California corporation (the "Merged Corporations"), will merge with and into the Surviving Corporation (the "Merger"), is attached hereto as Exhibit A and made a part hereof.

II.

The Plan was duly approved and adopted as of June 3, 1999 by the Board of Directors of the Surviving Corporation by unanimous written consent. The Surviving Corporation owns all of the issued and outstanding capital stock of the Merged Corporations. Pursuant to Section 13.1-719 of the Virginia Stock Corporation Act and Section 1108 of the California Corporation Code, no approval of the shareholders of the Surviving Corporation was required.

III.

The effective time and date of the Merger shall be 12:00 Noon, Eastern Daylight Time, on June 4, 1999.

IN WITNESS WHEREOF, said Black Belt Communications, Inc. has caused these Articles of Merger to be signed by its authorized officer this 3rd day of June, 1999.

BLACK BELT COMMUNICATIONS, INC.

By: Andrew S. Brownstein
Name: Andrew S. Brownstein
Title: Secretary

**PLAN OF MERGER
OF
RAINBOW PUBLICATIONS, INC.,
OHARA PUBLICATIONS, INC. AND
QUIK-GIFT, INC.
WITH AND INTO
BLACK BELT COMMUNICATIONS, INC.**

Section 1. Corporations Proposing to Merge and Surviving Corporation. RAINBOW PUBLICATIONS, INC., OHARA PUBLICATIONS, INC., and QUIK-GIFT, INC., each a California corporation (the "Merged Corporations"), shall, upon the issuance of a certificate of merger by the State Corporation Commission of the Commonwealth of Virginia (the time of such issuance being referred to herein as the "Effective Time"), be merged (the "Merger") with and into BLACK BELT COMMUNICATIONS, INC., a Virginia corporation (the "Company"), pursuant to the terms and conditions of this Plan of Merger (the "Plan of Merger"). The Company shall be, and shall continue as, the surviving corporation (the "Surviving Corporation") in the Merger and the separate corporate existence of the Merged Corporations shall cease.

Section 2. Effects of the Merger. The Merger shall have the effects set forth in Section 13.1-721 of the Virginia Stock Corporation Act (the "VSCA") and Section 1107 of the California Corporations Code.

Section 3. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Company as in effect at the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation until changed or amended in accordance with applicable law.

Section 4. Conversion of Shares. At the Effective Time, each issued and outstanding share of capital stock of the Merged Corporations will be canceled and extinguished. Each share of capital stock of the Company issued and outstanding prior to the Effective Time shall remain issued and outstanding.

Section 5. Complete Liquidation. The Merger is intended to be a complete liquidation, and this Plan of Merger is intended to be a plan of complete liquidation of the Merged Corporations for purposes of Sections 332 and 337 of the Internal Revenue Code of 1986, as amended.

Section 6. Amendment. At any time before the Effective Time, this Plan of Merger may be amended, provided that any such amendment is approved by the Boards of Director of the Company.