

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
DMK, Inc.		12/27/2001	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Pro Direct Response Corp.		
Street Address:	200 Concord Plaza Drive, Suite 800		
City:	San Antonio		
State/Country:	TEXAS		
Postal Code:	78216		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1869882	DIMARK	
CORRESPONDENCE DATA			
Fax Number:	(215)965-1210		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215.965.1200		
Email:	lladzenski@akingump.com		
Correspondent Name:	Jordan A. LaVine		
Address Line 1:	2005 Market Street, Suite 2200		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-7013		
ATTORNEY DOCKET NUMBER:	208722.5006/AFF		
NAME OF SUBMITTER:	Linda Ladzenski		
Total Attachments: 3			
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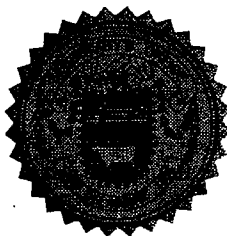
The First State

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:

"DMK, INC.", A DELAWARE CORPORATION,

WITH AND INTO "PRO DIRECT RESPONSE CORP." UNDER THE NAME OF "PRO DIRECT RESPONSE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF FEBRUARY, A.D. 2002, AT 4:30 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3488738 8100M

AUTHENTICATION: 1598049

020076491

DATE: 02-05-02
TRADEMARK

REEL: 002888 FRAME: 0165

CERTIFICATE OF MERGER
OF
DMK, INC.
INTO
PRO DIRECT RESPONSE CORP.

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware, the undersigned corporation hereby certified that:

1. The name of each constituent is
 - (i) PRO Direct Response Corp., a New Jersey corporation; and
 - (ii) DMK, Inc., a Delaware corporation.
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations participating in the merger pursuant to Title 8, Section 252.
3. The name of the surviving corporation is PRO Direct Response Corp., a New Jersey corporation.
4. The Certificate of Incorporation of PRO Direct Response Corp., as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation.
5. The executed Agreement and Plan of Merger between the constituent corporations is on file at an office of the surviving corporation, which is 200 Concord Plaza Dr., Suite 800, San Antonio, Texas 78216.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request, and without cost, to any stockholder of each of the constituent corporations.
7. The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 200 Concord Plaza Dr., Suite 800, San Antonio, Texas 78216.

8. The effective date of merger herein provided for in the State of Delaware shall be January 1, 2002.

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by its Vice President and Secretary.

Dated: December 28, 2001.

PRO DIRECT RESPONSE CORP.

By: /s/ Donald R. Crews
Donald R. Crews
Vice President and Secretary

TRADEMARK