

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
Pro Direct Response Corp.		12/27/2001	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Harte-Hanks Teleservices, LLC
Street Address:	200 Concord Plaza Drive, Suite 800
City:	San Antonio
State/Country:	TEXAS
Postal Code:	78216
Entity Type:	limited liability company: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1869882	DIMARK

CORRESPONDENCE DATA

Fax Number: (215)965-1210
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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
--------------------------------	-------------

NAME OF SUBMITTER:	Linda Ladzenski
---------------------------	-----------------

Total Attachments: 3
 source=SFX264#page1.tif
 source=SFX264#page2.tif
 source=SFX264#page3.tif

CH \$40.00 1869882

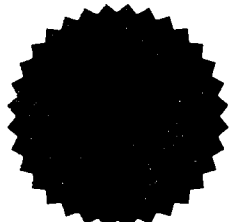
Delaware

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:

"PRO DIRECT RESPONSE CORP.", A NEW JERSEY CORPORATION, WITH AND INTO "HARTE-HANKS TELESERVICES, LLC" UNDER THE NAME OF "HARTE-HANKS TELESERVICES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2001, AT 5:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2002.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1539326

3462800 8100M

010676999

DATE 01 03 02 TRADEMARK

REEL: 002888 FRAME: 0181

CERTIFICATE OF MERGER
OF
PRO DIRECT RESPONSE CORP.
(a New Jersey corporation)
AND
HARTE-HANKS TELESERVICES, LLC
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the domestic limited liability company which is to merge, and which will be the surviving entity, is Harte-Hanks Teleservices, LLC (the "LLC"). The jurisdiction in which the LLC was organized is Delaware.
2. The name of the foreign corporation being merged into this surviving limited liability company is PRO Direct Response Corp. (the "Corporation"). The jurisdiction in which the Corporation was formed is New Jersey.
3. An agreement of merger (the "Plan of Merger") has been approved and executed by both the Corporation and the LLC.
4. The name of the surviving limited liability company is Harte-Hanks Teleservices, LLC.
5. The executed Plan of Merger is on file at 200 Concord Plaza Dr., Suite 800, San Antonio, Texas 78216, the principal place of business of the surviving limited liability company.
6. A copy of the Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of the LLC or any person holding an interest in the Corporation.
7. The effective date of the merger shall be January 1, 2002.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 12/28/2001
010676999 - 3462800

001736.00001:639487.01

TRADEMARK

REEL: 002888 FRAME: 0182

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized person, this 27 day of December, 2001.

HARTE-HANKS TELESERVICES, LLC

By: Donald R. Crews
Donald R. Crews
Authorized Person