

**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
TSSE Acquisition, L.L.C.		09/30/2003	Limited Liability Company: DELAWARE

**RECEIVING PARTY DATA**

Name:	DMG World Media (USA) Inc.
Street Address:	180 Duncan Mill Road
Internal Address:	4th Floor
City:	Toronto
State/Country:	CANADA
Postal Code:	M3B 1Z6
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1994736	SURF EXPO

**CORRESPONDENCE DATA**

Fax Number: (212)309-6001  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-309-6176  
 Email: trademarks@morganlewis.com  
 Correspondent Name: Margaret Delacruz  
 Address Line 1: 1111 Pennsylvania Ave., NW  
 Address Line 2: Attn.: TMSU  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER: 66001-0039-2055

**DOMESTIC REPRESENTATIVE**

Name: Matthew J. Scott  
 Address Line 1: 1111 Pennsylvania Avenue, NW

CH \$40.00 1994736

Address Line 2: Attn.: TMSU

Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:

Margaret A. Delacruz

Total Attachments: 5

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# Delaware

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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:

"IFAE ACQUISITION LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"METROLINA ACQUISITION, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

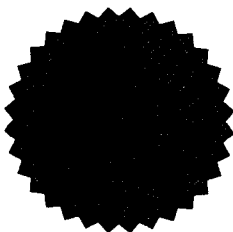
"MIAMI & LAS VEGAS ACQUISITION LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"TSSE ACQUISITION, L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "DMG WORLD MEDIA (USA) INC." UNDER THE NAME OF "DMG WORLD MEDIA (USA) INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2003, AT 1:19 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2003.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2660959 8100M

030615747

AUTHENTICATION: 2653954

DATE: 09-25-03

TRADEMARK

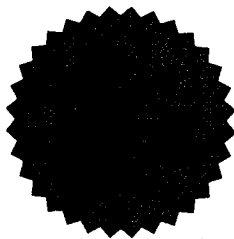
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# Delaware

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*The First State*

NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2653954

DATE: **TRADEMARK**

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## CERTIFICATE OF MERGER

merging

**IFAE Acquisition LLC**  
(a Delaware Limited Liability Company),

**Metrolina Acquisition, L.L.C.**  
(a Delaware Limited Liability Company),

**Miami & Las Vegas Acquisition LLC**  
(a Delaware Limited Liability Company),

**TSSE Acquisition, L.L.C.**  
(a Delaware Limited Liability Company),

with and into

**dmg world media (USA) inc. (f/k/a DMG USA, Inc.)**  
(a Delaware corporation)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is dmg world media (USA) inc., a Delaware corporation, and the names of the limited liability companies being merged into this surviving corporation are IFAE Acquisition LLC, a Delaware limited liability company, ("**IFAE**"), Metrolina Acquisition, L.L.C., a Delaware limited liability company, ("**Metrolina**"); Miami & Las Vegas Acquisition LLC, a Delaware limited liability company, ("**MLV**") and TSSE Acquisition, L.L.C., a Delaware limited liability company, ("**TSSE**").

**SECOND:** The Plan and Agreement of Merger between the parties has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability companies.

**THIRD:** The name of the surviving corporation is dmg world media (USA) inc.

**FOURTH:** The Merger is to become effective on September 30, 2003.

**FIFTH:** The Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 180 Duncan Mills Road, 4th Floor, Toronto Ontario.

**SIXTH:** A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporation and any member of any of the constituent limited liability company.


**SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**EIGHTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of this Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

*Signature Page to Follow*

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its duly authorized officer, this 23 day of September, 2003.

dmg world media (USA) inc.

By   
Name: J. Paul Allingham  
Title: Chief Financial Officer and  
Corporate Secretary

\*1-NY/1653406.1

RECORDED: 10/22/2004

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