

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
17th Street Productions, Inc.		12/04/2002	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	360 Youth, LLC
Street Address:	c/o Alloy, Inc. 151 West 26th Street
Internal Address:	11 floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10011
Entity Type:	LTD LIAB JT ST CO: DELAWARE

PROPERTY NUMBERS Total: 10		
Property Type	Number	Word Mark
Registration Number:	2536624	17TH STREET PRODUCTIONS
Registration Number:	2681759	CHEAPSKATE PRESS
Registration Number:	2607991	SWEEP
Registration Number:	2654775	THE BLACK BOOK
Registration Number:	2725766	GODDESSES
Registration Number:	2244668	MINDWARP
Registration Number:	2276631	SPY GIRLS
Serial Number:	76155317	GODDESSES
Serial Number:	78145012	SAMURAI GIRL
Serial Number:	78228909	SAMURAI GIRL

CORRESPONDENCE DATA	
Fax Number:	(212)724-3290
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	gallit@yahoo.com

OP \$265.00 2536624

Correspondent Name: Gallit Schuller, Esq.
Address Line 1: 140 Riverside Drive #4C
Address Line 4: New York, NEW YORK 10024

NAME OF SUBMITTER:	Gallit Schuller, Esq.
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Total Attachments: 5
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Recordation of Trademarks

Name of Conveying Party / Current Registrant

17th Street Productions, Inc.

Name of Receiving Party

360 Youth, LLC

Effective Date

December 31, 2002: Certificate of Merger of 17th Street Productions, Inc. into 17th Street Acquisition Corp. (see attached Certificate of Merger)

December 31, 2002; 17th Street Acquisition Corp. merged with and into 360 Youth, LLC with 360 Youth, LLC being the surviving LLC (see attached Certificate of Merger)

TRADEMARK

REEL: 002981 FRAME: 0983

CERTIFICATE OF MERGER
OF

17TH STREET PRODUCTIONS, INC.
(a New York corporation)

INTO

17TH STREET ACQUISITION CORP.
(a New York corporation)

The corporation named herein as the surviving corporation as follows hereby certifies it:

FIRST: The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

SECOND: The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on April 9, 1987, is 17th Street Productions, Inc. The name under which said corporation was formed is Daniel Weiss Associates, Inc.

THIRD: The name of the surviving corporation, the certificate of incorporation of which was filed by the Department of State on September 23, 1999, is 17th Street Acquisition Corp.

FOURTH: The designation and number of outstanding shares of each class of the subsidiary corporation, all of which are owned by the surviving corporation, as set forth in the Plan of Merger, as are follows:

DESIGNATION	NUMBER
Common	200

FIFTH: The effective date of the merger herein certified shall be December 31, 2002.

Signed on December 4, 2002.

17th STREET ACQUISITION CORP.,
the surviving corporation

By: 
Name: Gina R. DiGioia
Title: Assistant Secretary

TRADEMARK

REEL: 002981 FRAME: 0984

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:

"ALLOY ENTERTAINMENT, INC.", A DELAWARE CORPORATION,

"AVH, INC.", A DELAWARE CORPORATION,

"ESTUDENTLOAN, INC.", A DELAWARE CORPORATION,

"PRIVATE COLLEGES & UNIVERSITIES, INC.", A DELAWARE CORPORATION,

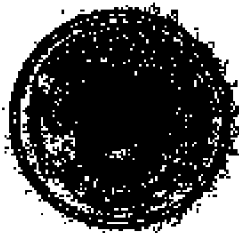
"STRENGTH PUBLISHING, INC.", A DELAWARE CORPORATION,

"17TH STREET ACQUISITION CORP.", A NEW YORK CORPORATION,

WITH AND INTO "360 YOUTH, LLC" UNDER THE NAME OF "360 YOUTH, 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-FOURTH DAY OF DECEMBER, A.D. 2002, AT 9:30 O'CLOCK A.M.

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

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

3596365 B100M

AUTHENTICATION: 2171051

020797754

DATE: 12-28-02 TRADEMARK
REEL: 002981 FRAME: 0985

CERTIFICATE OF MERGER
OF
ALLOY ENTERTAINMENT, INC.
(a Delaware corporation)
AND
AVH, INC.
(a Delaware corporation)
AND
ESTUDENTLOAN, INC.
(a Delaware corporation)
AND
PRIVATE COLLEGES AND UNIVERSITIES, INC.
(a Delaware corporation)
AND
17th STREET ACQUISITION CORP.
(a New York corporation)
AND
STRENGTH PUBLISHING, INC.
(a Delaware corporation)
AND
360 YOUTH, 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 surviving limited liability company is 360 Youth, LLC, a Delaware limited liability company.

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REEL: 002981 FRAME: 0986

2. The names and jurisdictions of incorporation of each of the corporations being merged into this surviving limited liability company are as follows:

Name:	Jurisdiction of Incorporation:
Alloy Entertainment, Inc.	Delaware
AVH, Inc.	Delaware
EStudentLoan, Inc.	Delaware
Private Colleges and Universities, Inc.	Delaware
17 th Street Acquisition Corp.	New York
Strength Publishing, Inc.	Delaware

3. The Agreement of Merger has been approved and executed by each of the corporations and the limited liability company.

4. The name of the surviving limited liability company is 360 Youth, LLC.

5. The merger is to become effective on and as of December 31, 2002.

6. The executed Agreement of Merger is on file at 151 West 26th Street, 11th Floor, New York, New York 10001, the principal place of business of the surviving limited liability company.

7. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any person holding an interest in any business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be executed by an authorized person, this 1st day of December 2002.

360 YOUTH, LLC



Greg R. D'Almeida
Secretary

TRADEMARK