

Form PTO 1594
(Rev. 8-03)
OMB No. 0551-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

PET CAPITAL PARTNERS, INC.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - DELAWARE**
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment **Merger**
- Security Agreement
- Other

Execution Date: **NOVEMBER 8, 2004**

2. Name and address of receiving parties:

Name:
GENERAL MEDIA COMMUNICATIONS, INC.

Address: **2 Penn Plaza**
City/State: **New York, NY 10021**

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation - NEW YORK**
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Applications

Mark

Serial No.

PENTHOUSE

78/483,284

MISCELLANEOUS DESIGN 78/483,309

B. Trademark Registrations

Mark

Reg. No.

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Darby & Darby P.C.

Street Address: Post Office Box 5257

City: New York State: New York Zip: 10150-5257

OUR REF. NO.: 20271/3201029/3201030-US0

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):.....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

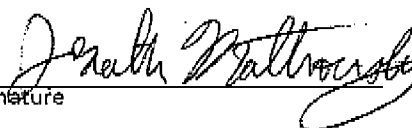
DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jonathan Matkowsky
Name of Person Signing

Signature



November 8, 2004

Total number of pages including cover sheet, attachments, and document:

4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5996, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

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CERTIFICATE OF MERGER
OF
PET CAPITAL PARTNERS, INC.
AND
GENERAL MEDIA COMMUNICATIONS, INC.
INTO
GENERAL MEDIA COMMUNICATIONS, INC.

Under Section 904 of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the domestic constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is General Media Communications, Inc. and the name under which it was formed is General Media International, Inc. The date upon which its certificate of incorporation was filed by the Department of State is June 9, 1988.

THIRD: The name of the foreign constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is Pet Capital Partners, Inc. The jurisdiction of its incorporation is Delaware; and the date of its incorporation therein is August 24, 2004.

No Application for Authority in the State of New York of the merged constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

General Media Communications, Inc.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Stock	100	Common Stock	None

Pet Capital Partners, Inc.

<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Stock	200	Common Stock	None

FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation by the written consent of holders of outstanding shares of the corporation entitled to vote on the plan of merger, having not less than the minimum requisite proportion of votes, which has been given in accordance with section 615 of the Business Corporation Law of the State of New York. Written notice has been given as and to the extent required by the said section 615.

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation in accordance with the laws of its jurisdiction of incorporation and is in compliance with said laws.

SEVENTH: The effective date of the merger herein certified, insofar as the provisions of the Business Corporation Law of the State of New York govern such effective date, shall be upon the filing of the certificate of merger by the Department of State of the State of New York.

Signed on November 8, 2004.

PET CAPITAL PARTNERS, INC.

/s/ Marc H. Bell

Marc H. Bell, President

GENERAL MEDIA COMMUNICATIONS, INC.

/s/ Marc H. Bell

Marc H. Bell, President

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CERTIFICATE OF MERGER

OF

PET CAPITAL PARTNERS, INC.

AND

GENERAL MEDIA COMMUNICATIONS, INC.

INTO

GENERAL MEDIA COMMUNICATIONS, INC.

Under Section 904 of the Business Corporation Law.

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STATE OF NEW YORK
DEPARTMENT OF STATE

Filed by: Wai Y. Chan, Esq.
Milberg Weiss Bershad & Schulman LLP
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New York, NY 10119

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