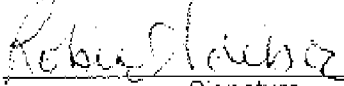


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇒ ⇒ ⇒ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office.	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>Liberty Productions, Inc.</u> Individual(s) _____ Association _____ General Partnership _____ Limited Partnership _____ <input checked="" type="checkbox"/> <u>Corporation-State of Pennsylvania</u> Other _____		2. Name and address of receiving party(ies) Name: <u>Motor Trend Auto Shows, Inc.</u> Street Address: <u>9 East Loockerman Street</u> <u>Suite 1B</u> City: <u>Dover</u> State: <u>DE</u> Zip: <u>19901</u> Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ <input checked="" type="checkbox"/> <u>Corporation-State Delaware</u> Other _____			
Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes <input checked="" type="checkbox"/> No _____ (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
3. Nature of conveyance: Assignment _____ <input checked="" type="checkbox"/> Merger Security Agreement _____ Change of Name _____ Other _____ Execution Date: <u>March 13, 2003</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____		B. Trademark Registration No.(s) <u>2740876</u>			
		Additional number(s) attached: Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
5. Name and address of party to whom correspondence concerning document should be mailed: <u>Robin Adelson, Esq.</u> <u>PRIMEDIA INC.</u> <u>745 Fifth Avenue</u> <u>Corporate Legal</u> <u>New York, NY 10151</u>		6. Total number of applications and registrations involved: <u>1</u>		7. Total fee (37 CFR 3.41) <u>\$40</u> Enclosed _____ <input checked="" type="checkbox"/> Authorized to be charged to deposit account	
		8. Deposit account number: <u>50-3058</u> (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Robin Adelson</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>November 30, 2004</u> Date </div> </div> <p style="text-align: center;">Total number of pages including cover sheet, attachments, and document: <u>7</u></p>					

CH \$40.00 503058 2740876

CERTIFICATE OF FACSIMILE TRANSMISSION

The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.

Samantha Favitta
Name: Samantha Favitta
Date: November 30, 2004

Delaware

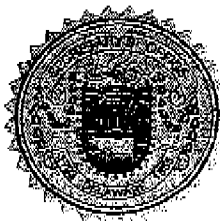
PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:

"LIBERTY PRODUCTIONS, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "MOTOR TREND AUTO SHOWS INC." UNDER THE NAME OF "MOTOR TREND AUTO SHOWS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF MARCH, A.D. 2003, AT 12:22 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3634706 8100M

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AUTHENTICATION: 2322036

DATE **TRADEMARK**
REEL: 002984 FRAME: 0181

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 12:22 PM 03/18/2003
030180702 - 3634706

AGREEMENT OF MERGER
OF
LIBERTY PRODUCTIONS, INC.
AND
MOTOR TREND AUTO SHOWS INC.

AGREEMENT OF MERGER entered into on March 13, 2003 by Motor Trend Auto Shows Inc., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date, and entered into on March 13, 2003 by Liberty Productions, Inc., a business corporation of the State of Pennsylvania, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Motor Trend Auto Shows Inc. is a business corporation of the State of Delaware with its registered office therein located at 9 East Loockerman Street, Suite 1B, City of Dover, County of Kent; and

WHEREAS the total number of shares of stock which Motor Trend Auto Shows Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS Liberty Productions, Inc. is a business corporation of the State of Pennsylvania with its registered office therein located in the County of Dauphin; and

WHEREAS the total number of authorized shares of stock Liberty Productions, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$0.01 each; and

WHEREAS the Delaware General Corporation Law permits a merger of a business corporation of the State of Delaware with a business corporation of another jurisdiction; and

WHEREAS the Pennsylvania Business Corporation Law permits the merger of a business corporation of the State of Pennsylvania into a business corporation of another jurisdiction and

WHEREAS Motor Trend Auto Shows Inc. and Liberty Production, Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge Liberty Productions, Inc. with and into Motor Trend Auto Shows Inc. pursuant to the provisions of the Delaware General Corporation Law and pursuant to the provisions of the Pennsylvania Business Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Motor Trend Auto Shows Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Liberty Productions, Inc. and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Motor Trend Auto Shows Inc. and Liberty Productions, Inc. shall, pursuant to the provisions of the Delaware General Corporation Law and to the provisions of the Pennsylvania Business Corporation Law, be merged with and into a single corporation, to wit, Motor Trend Auto Shows Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under Motor Trend Auto Shows Inc. pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Liberty Productions, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Pennsylvania Business Corporation Law.

2. The present by-laws and Certificate of Incorporation of the surviving corporation will be the by-laws and Certificate of Incorporation of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

4. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time of the merger shall continue to represent one issued share of the surviving corporation.

5. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Pennsylvania Business Corporation Law and upon behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Pennsylvania, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Pennsylvania and elsewhere to effectuate the merger herein provided for.

6. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed on this 13th day of March, 2003.

LIBERTY PRODUCTIONNS, INC.

By: B. C. Chall
Beverly C. Chall, Secretary

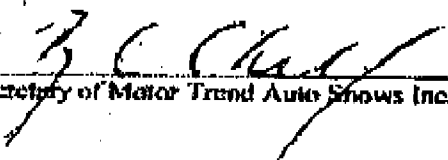
MOTOR TREND AUTO SHOWS INC.

By: B. C. Chall
Beverly C. Chall, Secretary

**CERTIFICATE OF SECRETARY
OF
MOTOR TREND AUTO SHOWS INC.**

The undersigned, being the Secretary of Motor Trend Auto Shows Inc., does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of shareholders, and all of the shareholders entitled to vote consented in writing, pursuant to the provisions of Section 228 of the Delaware General Corporation Law, to the adoption of the foregoing Agreement of Merger.

Executed on this 13th day of March, 2003.


Secretary of Motor Trend Auto Shows Inc.