

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Campus Voice, Inc

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Execution Date(s) 12/31/02

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2207196, 2059070, 1452452

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Additional sheet(s) attached? Yes No

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

Name: Gina Di Gioia

Internal Address: clo Alloy, Inc

Street Address: 151 W. 26th St. 11th Fl

City: NY

State: NY Zip: 10001

Phone Number: 212-244-4307

Fax Number: 212-244-4311

Email Address: gina@alloy.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00

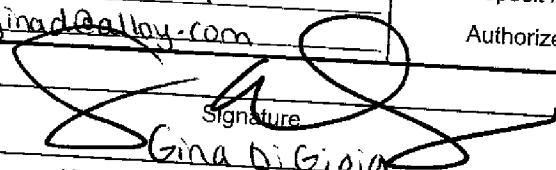
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:



11/22/2004

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 17

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$90.00 2207196

Recordation of Trademarks**Name of Conveying Party / Current Registrant****Name of Receiving Party**

Campus Voice, Inc.

360 Youth, LLC

Effective Date

June 30, 2000: Campus Voice, Inc. merge with and into American Passage Media, Inc., with American Passage Media, Inc. being the surviving company. (see attached Certificate of Merger)

August 5, 2002: American Passage Media, Inc. assigned all trademarks to Cass Communications, Inc. (see attached Assignment of Trademarks)

December 31, 2002: Cass Communications, Inc. merged with and into AVH, Inc. with AVH, Inc. being the surviving company (see attached merger document)

December 31, 2002: AVH, Inc. merged with and into 360 Youth, LLC. with 360 Youth as the surviving LLC. (see attached merger document)

DELAWARE
OF STATE
CORPORATIONS
AM 06/30/2000
26 - 2657789

CERTIFICATE OF MERGER

OF

CAMPUS VOICE, INC., BEYOND THE WALL, INC.

AND

AMERICAN PASSAGE MEDIA, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Campus Voice, Inc., which is incorporated under the laws of the State of Delaware;
 - (ii) Beyond the Wall, Inc., which is incorporated under the laws of the State of Delaware; and
 - (iii) American Passage Media, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is American Passage Media, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of American Passage Media, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at the office of the aforesaid surviving corporation, the address of which is as follows:

American Passage Media, Inc.
100 West Harrison Street, Suite 150
Seattle, WA 98119

6. . . A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

Dated: June 30, 2000

CAMPUS VOICE, INC.

By: /s/ Bruce L. Resnik
Bruce L. Resnik
Executive Vice President

BEYOND THE WALL, INC.

By: /s/ Bruce L. Resnik
Bruce L. Resnik
Executive Vice President

AMERICAN PASSAGE MEDIA, INC.

By: /s/ Bruce L. Resnik
Bruce L. Resnik
Executive Vice President

ASSIGNMENT OF TRADEMARKS

This Assignment (this "Assignment") is made by American Passage Media, Inc. and Network Event Theater, Inc., each a Delaware corporation having a place of business at 28 West 26th Street, 6th Floor, New York, NY 10010 and each a wholly owned subsidiary of YouthStream Media Networks, Inc. (each an "Assignor"), to Cass Communications, Inc., a Delaware corporation having a place of business at 151 West 26th Street, 11th Floor, New York, New York 10011 ("Assignee").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which is hereby acknowledged, each Assignor does hereby assign unto Assignee, such Assignor's right, title and interest in and to the trademarks listed in the **Exhibit A** attached hereto (the "Marks") in the United States and all foreign countries, including all common law rights, all registrations and applications for registration thereof, and in and to the goodwill symbolized by the Marks, for Assignee's own use and benefit and for the use and benefit of its successors, assigns and other legal representatives, together with all claims for damages by reasons of past infringement of the Marks, with the right to sue for, and collect the same for its own use and benefit and for the use and benefit of its successors, assigns and other legal representatives.

EACH ASSIGNOR HEREBY AGREES to take all actions, and to execute and deliver all legal instruments and documents, as Assignee may reasonably request for the purpose of carrying out this Assignment and the transactions contemplated hereby including, but not limited to, all instruments and documents necessary to transfer the Marks in the United States and any foreign countries.

EACH ASSIGNOR HEREBY COVENANT that it has full right to convey the entire interest herein assigned by such Assignor, and that it has not executed, and will not execute, any agreements inconsistent herewith.

IN WITNESS WHEREOF, each of the Assignors has caused this Assignment to be executed
the 5 day of August, 2002.

AMERICAN PASSAGE MEDIA, INC.

By: [Signature]
Name: Dennis Roche
Title: President

NETWORK EVENT THEATER, INC.

By: [Signature]
Name: Dennis Roche
Title: President

Thea A. Winarsky
Notary Public
State of New York
County of New York
#02W16049675
Commission Expires 10/23/2002

OF NEW YORK)

: ss.:

Y OF NEW YORK)

On the 5th day of August, in the year 2002, before me, the undersigned, a Notary Public in and for said State of New York, personally appeared Dennis Roche, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

OF NEW YORK)

: ss.:

Y OF NEW YORK)

On the _____ day of _____, in the year 2001, before me, the undersigned, a Notary Public in and for said State of New York, personally appeared _____, personally known to me or proved to me on the basis of me satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

REGISTERED MARKS

MARK	DATE FIRST USE	APP. FILE DATE	CLASS	SER. NO.	REG. NO.	REG. DATE	FILE DEC. OF USE	TO BE RE-NEWED	REGISTERED OWNER
ADRAX® (Service Mark)	1 st use: 10/04/84 In comm: 11/00/84	02/06/97	Int.:35 US:100, 101,102	75/237,527	2,153,573	04/28/98	04/28/03 - 04/28/04	04/28/08	Network Event Theater, Inc.
AMERICAN PASSAGE® (Service Mark)	12/00/76	01/27/97	Int.:35 US:100, 101,102	75/231,835	2,116,400	11/25/97	11/25/02 - 11/25/03	11/25/07	Network Event Theater, Inc.
CAMPUS VOICE® (Service Mark)	08/15/84	10/24/97	Int.:35 US:100, 101,102	75/378,727	2,207,196	12/01/98	12/01/03 - 12/01/04	12/01/08	Campus Voice, Inc.*
CAMPUS VOICE® (Service Mark)	08/01/89	04/03/96	Int.:41 US:100, 101,107	75/083,196	2,057,141	04/29/97	04/29/02 - 04/29/03	04/29/07	Gates Communications, L.P.*
CAMPUS VOICE® (Trademark)	08/15/84	04/03/96	Int.:16 US:2,5, 22,23,29, 37,38,50	75/083,197	2,059,070	05/06/97	05/06/02 - 05/06/03	05/06/07	Gates Communications, L.P.*
CAMPUS VOICE® (Trademark - Stylized Mark)	08/01/89	04/03/96	Int.:16 US:2,5, 22,23,29, 37,38,50	75/083,134	2,057,140	04/29/97	04/29/02 - 04/29/03	04/29/07	Gates Communications, L.P.*
CAMPUS VOICE® (Trademark - Stylized Mark)	08/15/84	12/31/84	Int.:16 US:38	73/515,710	1,356,570	08/27/85			Whittle Communications, L.P.*
CAMPUS VOICE NETWORK®	12/00/83	02/21/84	Int.:35 US:101	73/466,506	1,452,452	08/11/87			Campus Voice, Inc.*
GYMBOARDS® (Service Mark)	09/00/88	01/27/97	Int.:35 US:100, 101, 102	75/231,836	2,116,401	11/25/97	11/25/02 - 11/25/03	05/25/07	Network Event Theater, Inc.

MARK	DATE FIRST USE	APP. FILE DATE	CLASS	SER. NO.	REG. NO.	REG. DATE	FILE DEC. OF USE	TO BE RE-NEWED	REGISTERED OWNER
HOTSTAMP® (Service Mark)	03/26/98	04/01/98	Int.:35 US:100, 101,102	75/460,674	2,238,928	04/13/99	04/13/04 - 04/13/05	04/13/09	Pik:Nik Media, Inc.*
NET NETWORK EVENT THEATER & DESIGN® (Service Mark)		04/26/94	Int.:41 US:100, 101,107	74/517,683	1,974,157	05/14/96	05/14/01 - 05/14/02	05/14/06	Network Event Theater, Inc. (assigned fr. Universal Access Network L.P.)
NET® (Service Mark)		04/26/94	Int.:41 US:100, 101,107	74/517,682	1,974,156	05/14/96	05/14/01 - 05/14/02	05/14/06	Network Event Theater, Inc. (assigned fr. Universal Access Network L.P.)
PIK:NIK & DESIGN® (Service Mark)	08/27/97	09/22/97	Int.:35 US:100, 101,102	75/360,994	2,330,621	03/21/00	03/21/05 - 03/21/06	03/21/10	Pik:Nik Media, Inc.*
PIK:NIK® (Trademark)	10/01/95	01/28/97	Int.:16 US:2,5, 22,23, 29,37, 38,50	75/232,577	2,172,492	07/14/98	07/14/03 - 07/14/04	07/14/08	Pik:Nik Media, Inc.*
PULSEFINDER® (Service Mark)	08/27/97	10/24/97	Int.:35 US:100, 101,102	75/378723	2,186,040	09/01/98	09/01/03 - 09/01/04	09/01/08	Network Event Theater, Inc.
TEENSCREEN® (Service Mark)	04/02/01	05/08/01	Int.:35 US:100, 101,102	75/062,434	2,529,988	01/15/02	01/15/07 - 01/15/08	01/15/12	YouthStream Media Networks, Inc.
YOUTHSTREAM MEDIA NETWORKS® (Service Mark)	06/01/99	04/01/99	Int.:35 US:	75/673,483	2,472,118	07/24/01	07/24/07	07/24/11	YouthStream Media Networks, Inc. (assigned fr. Network Event Theater, Inc.)
Y YOUTHSTREAM MEDIA NETWORKS & DESIGN (Service Mark)	06/01/99	05/06/99	Int.:35 US:100, 101,102	75/698,968	2,468,319	07/10/01	07/10/06	07/10/11	YouthStream Media Networks, Inc. (assigned fr. Network Event Theater, Inc.)

MARK	DESCRIPTION
ADRAXX® (Service Mark)	For: Marketing and advertising services, namely, promoting the goods and/or services of others through leasing displays to advertisers for the placement of advertisements on newspaper racks located in schools and on college and university campus, in class 35 (U.S. Cls. 100, 101 and 102).
AMERICAN PASSAGE® (Service Mark)	For: Marketing and advertising services, namely, promoting the goods and/or services of others through promotional events, direct mail programs and advertising placement in newspapers and distribution of printed materials in schools and on campuses, in class 35 (U.S. Cls. 100, 101 and 102).
CAMPUS VOICE® (Service Mark)	For: Promoting the goods and services of others through placement of advertising and distribution of materials on college and university campuses, in class 35 (U.S. Cls. 100, 101 and 102).
CAMPUS VOICE® (Service Mark - Stylized Mark)	For: Education and entertainment services, namely, providing information of historical, social, cultural or academic importance and entertainment items, namely, caricature, games, puzzles and satire, in class 41 (U.S. Cls. 100, 101 and 107).
CAMPUS VOICE® (Trademark)	For: Paper goods and printed serial publications, namely, posters which contain items of interest to college and/or university students, in class 16 (U.S. Cls. 2, 5, 22, 23, 29, 37, 38 and 50).
CAMPUS VOICE® (Trademark - Stylized Mark)	For: Paper good and printed serial publications, namely, posters which contain items of interest to college and/or university students, in class 16 (U.S. Cls. 2, 5, 22, 23, 29, 37, 38 and 50).
CAMPUS VOICE® (Trademark - Stylized Mark)	For: Publications namely, [magazines and] posters containing items of interest to college students and high school students, in class 16 (U.S. Cl. 38).
CAMPUS VOICE NETWORK® (Service Mark)	For: Promoting the goods and services of others through the distribution of materials on college campuses, in class 35 (U.S. Cl. 101).
GYMBOARDS® (Service Mark)	For: Marketing and advertising services, namely, promoting the goods and/or services of others through leasing displays to advertisers for the placement of advertisements on bulletin boards located in schools, in class 35 (U.S. Cls. 100, 101 and 102).
HOTSTAMP® (Service Mark)	For: Dissemination of printed advertisements for others, in class 35 (U.S. Cls. 100, 101 and 102).
NET NETWORK EVENT THEATER® & DESIGN (Service Mark)	For: Production and development of television programs for broadcast via a nationwide network of theaters, auditoriums and other sites, in class 41 (U.S. Cls. 100, 101 and 107).
NET® (Service Mark)	For: Production and development of television programs for broadcast via a nationwide network of theaters, auditoriums and other sites, in class 41 (U.S. Cls. 100, 101 and 107).
PIK:NIK & DESIGN® (Service Mark)	For: Dissemination of printed postcard advertisements for others, in class 35 (U.S. Cls. 100, 101 and 102).
PIK:NIK® (Service Mark)	For: Printed materials, namely, [magazines and] posters containing items of interest to college students and high school students, in class 16 (U.S. Cl. 38).

MARK	DESCRIPTION
PULSEFINDER® (Service Mark)	For: Marketing consulting services, namely, market and consumer research and conducting business, market and consumer research surveys over a global computer information network, in class 35 (U.S. Cls. 100, 101 and 102).
TEENSCREEN® (Service Mark)	For: Marketing and advertising services, namely, promoting the goods and/or services of others through promotional events connected to the broadcasting of motion pictures via a nationwide network of theaters, auditoriums and other sites; by disseminating advertisements via a global computer network; through leasing displays to advertisers for the placement of advertisements on bulletin boards located in schools; by preparing, distributing and posting printed advertisements and promotional materials; through advertising placement in school newspapers; and distribution of printed materials in schools, in class 35 (U.S. Cls. 100, 101 and 102). FIRST USE: 20010402. FIRST USE IN COMMERCE: 20010402
YOUTHSTREAM MEDIA NETWORKS® (Service Mark)	For: Marketing and Advertising services, namely, promoting the goods and services of others by disseminating advertisements via a global computer network; marketing and advertising services, namely, promoting the goods and services of other by preparing, distributing and posting printed advertisements and promotional materials, in class 35 (U.S. Cls. 100, 101 and 102).
Y YOUTHSTREAM MEDIA NETWORKS® (Design plus words) (Service Mark)	For: Marketing and advertising services, namely, promoting the goods and services of others by disseminating advertisements via a global computer network; marketing and advertising services, namely, promoting the goods and services of others by preparing, distributing and posting printed advertisements and promotional materials, inc class 35 (U.S. Cls. 100, 101 and 102).

* Sellers/Seller Parent can establish chain of ownership and will cooperate with Buyer and provide Buyer with such necessary chain of ownership documentation to effectuate the transfer of these trademarks.

PENDING APPLICATIONS

MARK	DATE FIRST USE	APP. FILE DATE	CLASS	SER. NO.	REG. NO.	REG. DATE	FILE DEC. OF USE	TO BE RE- NEWED	HELD BY
FUND-U (Service Mark)	09/01/01	05/21/01 (intent)	Int.:35 US:	78/064,705					American Passage Media, Inc.
TEEN SNEAKS (Service Mark)	12/00/01	2/21/02	Int.:35, US:	78/110,270					YouthStream Media Networks, Inc.
THUNDERDORM (Service Mark)	04/27/01	05/26/01	Int.:41 US:	75/070995					YouthStream Media Networks, Inc.

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 OWNERSHIP, WHICH MERGES:

"CASS COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

"TARGET MARKETING & PROMOTIONS, INC.", A DELAWARE CORPORATION,

"360 YOUTH, INC.", A DELAWARE CORPORATION,

WITH AND INTO "AVH, INC." UNDER THE NAME OF "AVH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2002, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP 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

3420445 8100M

AUTHENTICATION: 2153226

020776496

DATE: 12-17-02

TRADEMARK

REEL: 002994 FRAME: 0908

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 12/17/2002
020776496 - 3420445

CERTIFICATE OF OWNERSHIP AND MERGER

of

CASS COMMUNICATIONS, INC.
(a Delaware corporation)

and

360 YOUTH, INC.
(a Delaware corporation)

and

TARGET MARKETING & PROMOTIONS, INC.
(a Delaware corporation)

Into

AVH, INC.
(a Delaware corporation)

Pursuant to Section 253 of the General Corporation Law of the State of Delaware.

It is hereby certified that:

1. AVH, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of (i) Cass Communications, Inc., a business corporation of the State of Delaware ("Cass"), (ii) 360 Youth, Inc., a business corporation of the State of Delaware ("360 Youth") and (iii) Target Marketing & Promotions, Inc., a business corporation of the State of Delaware ("Target").
3. On December 16, 2002, the Board of Directors of the Corporation adopted the following resolutions to merge each of Cass, 360 Youth and Target into the Corporation:

"RE SOLVED, that the Corporation merge each of Cass, 360 Youth and Target with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of each of Cass,

360 Youth and Target be vested in, and held and enjoyed by, the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by each of Cass, 360 Youth and Target in their respective names.

"RESOLVED, that the Corporation shall assume all of the obligations of each of Cass, 360 Youth and Target.

"RESOLVED, that the Board of Directors and the proper officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 the Merger.

"RESOLVED, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the Merger shall become effective, shall be December 31, 2002."

IN WITNESS WHEREOF, the Corporation caused this Certificate of Ownership to be executed by an authorized officer this 16th day of December, 2002.

AVH, INC.

By: 

Name: Gina R. DiGioia

Title: Assistant Secretary

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 MERGER, WHICH MERGES:

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

"AVH, INC.", A DELAWARE CORPORATION,

"ESTUDENTFLOAN, 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 8100M

AUTHENTICATION: 2171051

020797754

DATE: 12-26-02

TRADEMARK

REEL: 002994 FRAME: 0911

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.

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

<u>Name:</u>	<u>Jurisdiction of Incorporation:</u>
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.

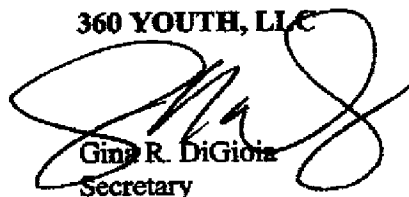
5. The merger is to become effective on and as of December 31, 2002.

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 21st day of December 2002.

360 YOUTH, LLC



Gina R. DiGiovanna
Secretary