

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):

Carnegie Communications, 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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: 360 Youth, LLC

Internal

Address: c/o Alloy Inc.

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

City: NY

State: NY

Country: US Zip: 10001

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other LLC Citizenship DE

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)

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)

1568469

Additional sheet(s) attached? Yes No

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

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

Name: Gina DiGioia

Internal Address: c/o 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: ginad@alloy.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- 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:

Signature

Gina DiGioia

Name of Person Signing

11/22/2004
Date

Total number of pages including cover sheet, attachments, and document: 6

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 \$40.00 1568969

Recordation of Trademark

Name of Conveying Party/Current Registration
Carnegie Communications, Inc

Name of Receiving Party
360 Youth, LLC

Effective Date

May 1, 2001: Carnegie Communications, Inc. changed its name to Private Colleges & Universities, Inc.

December 31, 2002: Private Colleges & Universities, Inc. merged with and into 360 Youth, LLC, with 360 Youth, LLC as the surviving company.

State of Delaware
Office of the Secretary of 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 RESTATED CERTIFICATE OF "CARNEGIE COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "CARNEGIE COMMUNICATIONS, INC." TO "PRIVATE COLLEGES & UNIVERSITIES, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 2001, AT 4 O'CLOCK P.M.

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

0775446 8100

AUTHENTICATION: 1113863

010211077

DATE: 05-03-01

TRADEMARK
REEL: 002999 FRAME: 0960

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,

"ESTUDENTPLOAN, 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: 002999 FRAME: 0961

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.

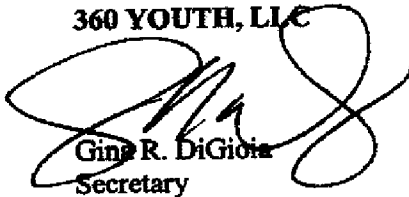
5. The merger is to become effective on and as of December 31, 2002.

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 27 day of December 2002.

360 YOUTH, LLC



Gina R. DiGiovanna
Secretary