

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):

360 Youth, Inc

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

Citizenship (see guidelines) DE

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: clo 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)

See Attached

B. Trademark Registration No.(s)

See Attached

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 DiGiora

Internal Address: clo Alloy, Inc

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

City: New York

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:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 215.00

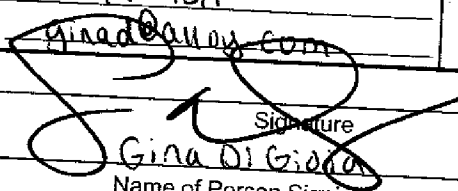
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:


Signature
Gina DiGiora
Name of Person Signing

11/22/04
Date

Total number of pages including cover sheet, attachments, and document: 9

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 \$215.00 78181336

Continuation of Item 4:

Trademark transfer from 360 Youth, Inc. to 360 Youth, LLC.

TRADEMARK	REGISTRATION NUMBER	CLASS
CAMPUS CENTRAL	2465177	9
CAMPUS FEST	1705950	35
CAMPUS TRIAL PAK	1680548	35
CAP IT OFF	2531299	35
TERM PLANNER	1107987	16
THE CAMPUS SOURCE	1276838	9
360 YOUTH	2774568	35, 41, 42

TRADEMARK	SERIAL NUMBER	CLASS
360 Agency	78181336	35

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

360 Youth, Inc.

Name of Receiving Party

360 Youth, LLC

Effective Date

December 31, 2002: 360 Youth, 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

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,

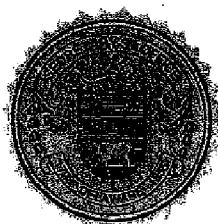
"TARGET MARKETING & PROMOTIONS, INC.", A DELAWARE CORPORATION,

"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: 003003 FRAME: 0178

STATE OF DELAWARE
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,
"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 8100M

020797754

AUTHENTICATION: 2171051

TRADEMARK
DATE: 12-26-02
REEL: 003003 FRAME: 0181

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 12/24/2002
020797754 - 3596365

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.

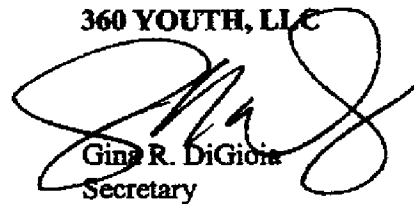
5. The merger is to become effective on and as of December 31, 2002.

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 24th day of December 2002.

360 YOUTH, LLC



Gina R. DiGiona
Secretary