

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/14/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Strategic Medical Communications, Inc.		01/14/2005	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	Healthstar Advertising, Inc.
Street Address:	100 Woodbridge Center Drive
Internal Address:	Suite 202
City:	Woodbridge
State/Country:	NEW JERSEY
Postal Code:	07095
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

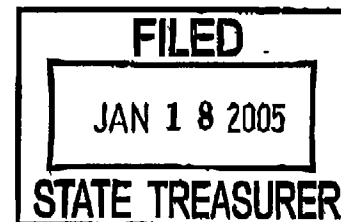
Property Type	Number	Word Mark
Registration Number:	2822488	INFINITE RESOURCE GROUP
Registration Number:	1379475	STRATEGIC MEDICAL COMMUNICATIONS
Registration Number:	1495319	

**CORRESPONDENCE DATA**

Fax Number: (215)988-2757  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 215-988-3311  
 Email: stephen.meyers@dbr.com  
 Correspondent Name: Stephen J. Meyers  
 Address Line 1: 18th and Cherry Streets  
 Address Line 2: One Logan Square  
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-6996

OP \$90.00 2822488

NAME OF SUBMITTER:	Stephen J. Meyers
Signature:	/stephen j. meyers/
Date:	03/11/2005
<b>Total Attachments: 5</b> source=FILED Certificate of Merger with HAI#page1.tif source=FILED Certificate of Merger with HAI#page2.tif source=FILED Certificate of Merger with HAI#page3.tif source=FILED Certificate of Ownership and Merger#page1.tif source=FILED Certificate of Ownership and Merger#page2.tif	



CERTIFICATE OF MERGER

OF

STRATEGIC MEDICAL COMMUNICATIONS, INC.

INTO

HEALTHSTAR ADVERTISING, INC.

To the Department of the Treasury  
State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, the foreign parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of New Jersey, is Strategic Medical Communications, Inc. ("SMC").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is HealthSTAR Advertising, Inc. ("HAI").
3. The number of outstanding shares of the subsidiary corporation is 6,011,670, all of which are of one class, and all of which are owned by the parent corporation.
4. The following is the Plan of Merger for merging the subsidiary corporation into the parent corporation as approved by the Board of Directors of the parent corporation on January 14, 2005.

"1. HAI, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of SMC, which is a business corporation of the State of New Jersey, hereby merges SMC into HAI pursuant to the provisions of the New Jersey Business Corporation Act and the laws of the State of Delaware.

2. The separate existence of SMC shall cease upon the effective date of the merger pursuant to the provisions of the New Jersey Business Corporation Act; and HAI shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of SMC shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

4. The issued shares of HAI shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of HAI.

5. The Board of Directors and the proper officers of HAI 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 this Plan of Merger or of the merger herein provided for."

5. Neither the certificate of incorporation of the parent corporation nor the certificate of incorporation of the subsidiary corporation requires the approval of its shareholders to authorize the merger herein certified.

6. The applicable provisions of the laws of the jurisdiction of organization of the parent corporation relating to the merger of the subsidiary corporation into the parent corporation will have been complied with upon compliance with any of the filing and recording requirements thereof.

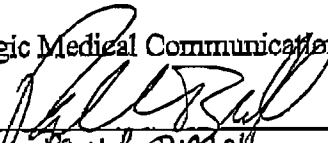
7. The parent corporation hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of the subsidiary corporation or of any obligation of the parent corporation for which it is previously amenable to suit in the State of New Jersey, hereby irrevocably appoints the Treasurer of the State of New Jersey as its agent to accept service of process in any such proceeding, and hereby designates the following post office address within the State of New Jersey to which said Treasurer shall mail a copy of the process in such proceeding:

c/o HealthSTAR Communications, Inc.  
100 Woodbridge Center Drive  
Suite 202  
Woodbridge, New Jersey 07095

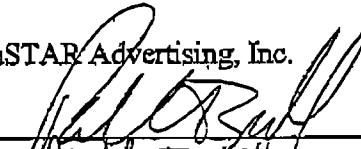
8. The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

Executed on January 14, 2005

Strategic Medical Communications, Inc.

By:   
Name: Paul R. Tindall  
Title: SVP

HealthSTAR Advertising, Inc.

By:   
Name: Paul R. Tindall  
Title: SVP

# Delaware

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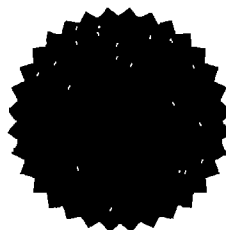
*The First State*

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:

"STRATEGIC MEDICAL COMMUNICATIONS, INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "HEALTHSTAR ADVERTISING, INC." UNDER THE NAME OF "HEALTHSTAR ADVERTISING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF JANUARY, A.D. 2005, AT 4:50 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

AUTHENTICATION: 3620673

3630151 8100M

050036861

DATE: 01-14-05

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:59 PM 01/14/2005  
FILED 04:50 PM 01/14/2005  
SRV 050036861 - 3630151 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

STRATEGIC MEDICAL COMMUNICATIONS, INC.  
(a New Jersey corporation)

into

HEALTHSTAR ADVERTISING, INC.  
(a Delaware corporation)

It is hereby certified that:

1. HealthSTAR Advertising, Inc. [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common of stock Strategic Medical Communications, Inc., [hereinafter sometimes referred to as the "SMC"] which is a business corporation of the State of New Jersey.
3. The laws of the jurisdiction of organization of SMC permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges SMC into the Corporation.
5. The following is a copy of the resolutions adopted on January 14, 2005 by the Board of Directors of the Corporation to merge the said SMC into the Corporation:

RESOLVED, that SMC be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of SMC be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by SMC in its name, and be it

FURTHER RESOLVED, that this Corporation assume all of the obligations of SMC; and be it.

FURTHER RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of New Jersey, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of SMC and of this Corporation and in any other appropriate jurisdiction.

Executed on January 14, 2005

HealthSTAR Advertising, Inc.

By: [Signature]  
Name: Paul R. Moran  
Title: SVP