

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/23/1998

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Mecklermedia Corporation		11/23/1998	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Internet World Media, Inc.
Street Address:	20 Ketchum Street
City:	Westport
State/Country:	CONNECTICUT
Postal Code:	06880
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2315286	DR. WEBSITE

**CORRESPONDENCE DATA**

Fax Number: (212)728-8111  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-728-8000  
 Email: eschonbraun@willkie.com  
 Correspondent Name: Emily L. Schonbraun  
 Address Line 1: 787 Seventh Avenue  
 Address Line 2: Willkie Farr & Gallagher  
 Address Line 4: New York, NEW YORK 10019

NAME OF SUBMITTER:	Emily L. Schonbraun
Signature:	/Emily L. Schonbraun/
Date:	08/11/2005

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**Total Attachments: 6**

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**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**INTERNET WORLD MEDIA, INC.**

**INTO**

**MECKLERMEDIA CORPORATION**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation DOES HEREBY CERTIFY:

**FIRST:** That the names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Internet World Media, Inc. (the "Corporation")	Delaware
Mecklermedia Corporation ("Mecklermedia")	Delaware

**SECOND:** That the Corporation, as the owner of over 90% of all of the outstanding shares of the stock of Mecklermedia, hereby merges itself into Mecklermedia.

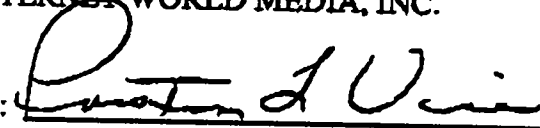
**THIRD:** That the Corporation, by the resolutions of its Board of Directors duly adopted by written consent in lieu of a meeting, dated November 24, 1998, determined to merge the Corporation with and into Mecklermedia (the "Surviving Corporation") upon the terms set forth in such resolutions. A true copy of said resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

**FOURTH:** That the Certificate of Incorporation of the Surviving Corporation shall be that of Mecklermedia Corporation as amended to read in its entirety as set forth in Exhibit B and attached hereto, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

**FIFTH:** That the Merger has been approved by Penton Media, Inc., the sole stockholder of the Corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Ownership and Merger to be executed as of the 31 day of November, 1998.

INTERNET WORLD MEDIA, INC.

By:   
Preston L. Vice  
Secretary

**EXHIBIT A**

**RESOLVED**, that the Board of Directors of the Corporation has determined that the merger (the "Merger") of the Corporation with and into Mecklermedia Corporation, a Delaware corporation ("Mecklermedia"), is in the best interests of the Corporation and its sole stockholder, Penton Media, Inc. ("Penton"); and

**RESOLVED FURTHER**, that the Corporation be merged into Mecklermedia pursuant to the laws of the State of Delaware as hereinafter provided, so that the separate existence of the Corporation shall cease as soon as the Merger shall become effective, and thereupon the Corporation and Mecklermedia will become a single corporation (the "Surviving Corporation"), which shall continue to exist under, and be governed by, the laws of the State of Delaware; and

**RESOLVED FURTHER**, that the terms and conditions of the proposed Merger are as follows:

(a) From and after the effective time of the Merger (the "Effective Time"), all of the estate, property, rights, privileges, powers and franchises of the Corporation and Mecklermedia shall become vested in and be held by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Corporation and Mecklermedia, and the Surviving Corporation shall assume all of the obligations and liabilities of the Corporation and Mecklermedia.

(b) Each share of common stock, \$.01 par value, of Mecklermedia (the "Shares") issued and outstanding immediately before the Effective Time (other than Shares held in the treasury of Mecklermedia and Shares owned by Penton or any direct or indirect wholly owned subsidiary of Penton or any Shares held by a holder who has demanded and perfected his demand for appraisal of his Shares and as of the Effective Time has neither effectively withdrawn nor lost his right to such appraisal) shall be canceled and extinguished and be converted into the right to receive \$29.00 per Share in cash payable to the holder thereof, without interest, upon surrender of the certificate formerly representing such Share.

(c) Each Share held in the treasury of Mecklermedia and each Share owned by Penton or any direct or indirect wholly owned subsidiary of Penton immediately before the Effective Time shall be canceled and extinguished and no payment or other consideration shall be made with respect thereto.

(d) Each share of common stock, par value \$.01 per share, of the Corporation issued and outstanding immediately before the Effective Time shall thereafter represent one validly issued, fully

paid and nonassessable share of common stock, par value \$.01 per share, of the Surviving Corporation.

(e) From and after the Effective Time, the name of the Surviving Corporation shall be Internet World Media, Inc.

**RESOLVED FURTHER**, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be the time of filing of such certificate.

**EXHIBIT B**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**INTERNET WORLD MEDIA, INC.**

**ARTICLE I:** The name of the Corporation is Internet World Media, Inc.

**ARTICLE II:** The Corporation's registered office in the State of Delaware is at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**ARTICLE III:** The nature of the business of the Corporation and its purpose is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV:** The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE V:** The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

(b) The election of directors may be conducted in any manner approved by the stockholders at the time when the election is held and need not be by ballot.

(c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors.

(d) The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend, alter or repeal the By-Laws of the Corporation, except to the extent that the By-Laws or this Certificate of Incorporation otherwise provide.

(e) No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, provided that nothing contained in this Certificate of Incorporation shall eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derived an improper personal benefit.

(f) The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including without limitation any action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the Corporation or in either such capacity, is or was serving at the request of the Corporation as a director or officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding. The right to indemnification conferred in this Article V shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition in accordance with the General Corporation Law of the State of Delaware. Except as otherwise limited by law, no person indemnified by the Corporation under this Article shall be obligated to repay to the Corporation any amounts advanced by the Corporation hereunder.

**ARTICLE VI:** The name and mailing address of the incorporator is:

Name: Wayne A. Martino, Esq.

Address: c/o Brenner, Saltzman, Wallman & Goldman  
217 Whitney Avenue  
New Haven, Connecticut 06511

**ARTICLE VII:** The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors are granted subject to this reservation.