

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/03/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Real Estate Forum, Inc.		03/03/2005	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Real Estate Media, Inc.
Street Address:	520 Eighth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Serial Number:	74662968	REAL ESTATE FORUM
Serial Number:	75205278	REAL ESTATE FORUM ON-LINE
Serial Number:	74551339	REAL ESTATE NEW YORK
Serial Number:	73336978	REAL ESTATE FORUM

**CORRESPONDENCE DATA**

Fax Number: (215)965-1210  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (215) 965-1200  
 Email: dballantyne@akingump.com  
 Correspondent Name: Jordan A. LaVine  
 Address Line 1: 2005 Market Street  
 Address Line 2: One Commerce Sq.  
 Address Line 4: Philadelphia, PENNSYLVANIA 19103-7013

NAME OF SUBMITTER:	Jordan A. LaVine
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**CH \$115.00 74662968**

Signature:	/Jordan A. LaVine/
Date:	09/09/2005
Total Attachments: 7 source=312_Real Estate Forum#page1.tif source=312_Real Estate Forum#page2.tif source=312_Real Estate Forum#page3.tif source=312_Real Estate Forum#page4.tif source=312_Real Estate Forum#page5.tif source=312_Real Estate Forum#page6.tif source=312_Real Estate Forum#page7.tif	

# Delaware

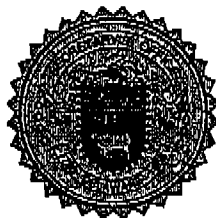
PAGE 1

*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:

"REAL ESTATE FORUM, INC.", A NEW YORK CORPORATION,  
WITH AND INTO "REAL ESTATE MEDIA, INC." UNDER THE NAME OF  
"REAL ESTATE MEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE THIRD DAY OF MARCH, A.D. 2005, AT 9:59  
O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.



3001439 8100M

050185015

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3720470

DATE: 03-04-05

TRADEMARK  
REEL: 003156 FRAME: 0112

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:18 PM 03/03/2005  
FILED 09:59 PM 03/03/2005  
SRV 050185015 - 3001439 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING**

**REAL ESTATE FORUM, INC.**

**INTO**

**REAL ESTATE MEDIA, INC.**

Real Estate Media, Inc., a corporation organized and existing under the laws of the State of Delaware ("Parent"), DOES HEREBY CERTIFY:

**FIRST:** Parent was organized pursuant to the provisions of the General Corporation Law of the State of Delaware ("DGCL") on March 4, 1999.

**SECOND:** Parent owns 100% of the outstanding shares of the capital stock of Real Estate Forum, Inc., a corporation organized pursuant to the provisions of the New York Business Corporation Law on November 16, 1945 ("Subsidiary").

**THIRD:** The laws of the jurisdiction of organization of Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

**FOURTH:** Parent hereby merges Subsidiary into Parent.

**FIFTH:** The board of directors of Parent, by unanimous written consent dated March 3, 2005, determined to merge Subsidiary with and into Parent (the "Merger"), and did adopt the following resolutions:

**RESOLVED**, that Real Estate Forum, Inc., a New York corporation, all of whose outstanding capital stock is owned by Parent, be merged into Parent, and that all of the estate, property, rights, privileges, powers and franchises of Real Estate Forum, Inc. be vested in and held and enjoyed by Parent, as fully and entirely and without change or diminution as the same were before held and enjoyed by Real Estate Forum, Inc. in its name.

**RESOLVED**, that Parent assume all of the obligations of Real Estate Forum, Inc.

**RESOLVED**, that Parent 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 York and by the laws of any other appropriate jurisdiction and cause to be performed all necessary acts within the jurisdiction of organization of Real Estate Forum, Inc. and of Parent and in any other appropriate jurisdiction.

NY1-217201491

IN WITNESS WHEREOF, Parent has caused this Certificate to be signed by its authorized officer this 3<sup>rd</sup> day of March, 2005.

REAL ESTATE MEDIA, INC.

By: Robert Masten  
Name: Robert Masten  
Title: Assistant Secretary

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State of New York }  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

March 7, 2005



A handwritten signature in black ink, appearing to read "John A. ...", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

CT-07

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CERTIFICATE OF MERGER

OF

REAL ESTATE FORUM, INC.

INTO

REAL ESTATE MEDIA, INC.

Under Section 907 of the Business Corporation Law

It is hereby certified on behalf of the corporation named herein as the surviving corporation as follows:

**FIRST:** The Board of Directors of the corporation named herein as the surviving corporation has adopted a plan of merger setting forth the terms and conditions of merging the corporation named herein as the subsidiary corporation into said surviving corporation.

**SECOND:** The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation and is in compliance with said laws.

**THIRD:** The name of the subsidiary corporation to be merged, the certificate of incorporation of which was filed by the Department of State on November 16, 1945, is Real Estate Forum, Inc.

**FOURTH:** The name of the surviving corporation, which was organized under the laws of the State of Delaware on March 4, 1999, is Real Estate Media, Inc. The Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on December 31, 2004.

**FIFTH:** All of the 55 shares of common stock, no par value per share, of the subsidiary corporation, which shares comprise the entire outstanding capital stock of the subsidiary corporation, are owned by the corporation named herein as the surviving corporation.

**SIXTH:** The surviving corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the subsidiary corporation, for the enforcement of any liability or obligation of the surviving corporation for which the surviving corporation is previously amenable to suit in the State of New York.

**SEVENTH:** The surviving corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of each constituent New York corporation the amount, if any, to which they shall be

NY1-2172051v2

entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

**EIGHTH:** The surviving corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is 520 Eighth Avenue, 17<sup>th</sup> Floor, New York, New York 10018, Attention: President.

**NINTH:** The subsidiary corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the subsidiary corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the subsidiary corporation. The said report, if estimated, is subject to amendment. The surviving corporation agrees that it will within 30 days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by the subsidiary corporation.

**IN WITNESS WHEREOF,** Parent has caused this Certificate to be signed by its authorized officer this 3<sup>rd</sup> day of March, 2005.

REAL ESTATE MEDIA, INC.

By: Robert Mersten  
Name: Robert Mersten  
Title: Assistant Secretary

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\*\* TOTAL PAGE.02 \*\*

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CERTIFICATE OF MERGER  
OF  
REAL ESTATE FORUM, INC.  
INTO  
REAL ESTATE MEDIA, INC.  
(Under Section 907 of The Business Corporation Law)

lcc

STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

MAR -4 2005

REAL ESTATE MEDIA, INC.  
520 8<sup>TH</sup> AVENUE  
17<sup>TH</sup> FLOOR  
NEW YORK, NY  
10018

TAX \$ \_\_\_\_\_

BY: \_\_\_\_\_

ny

DRAWN DOWN

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