

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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):

CASS Communications, Inc.

- Individual(s)
- General Partnership
- Corporation- State: DE
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 12/31/2002

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

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)
1,493,059

Additional sheet(s) attached? Yes No

G. 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 DiGirola
 Internal Address: c/o Alloy, Inc.
 Street Address: 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:

40.00

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

- 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:

Gina DiGirola
 Signature
 Name of Person Signing

11/27/05
Date

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 003234 FRAME: 0105

700227188

OP \$40.00 1493059

Recordation of Trademark

Name of Conveying Party/Current Registrant
Cass Communications, Inc.

Name of Receiving Party
360 Youth, LLC

Effective Date:

December 31, 2002: Certificate of Merger of Cass Communications, Inc. into AVH, Inc. (see attached Certificate of Ownership and Merger)

December 31, 2002: AVH, Inc. merged with and into 360 Youth, LLC, with 360 Youth, LLC being the surviving LLC (see attached Certificate of Merger)

TRADEMARK**REEL: 003234 FRAME: 0106**

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. DiGirola

Title: Assistant Secretary

TRADEMARK

REEL: 003234 FRAME: 0108

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CASS COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

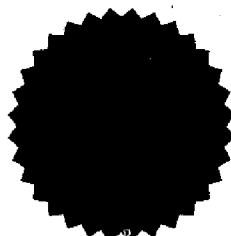
"TARGET MARKETING & PROMOTIONS, INC.", A DELAWARE CORPORATION,

"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, WAS 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 AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3420519 8330

AUTHENTICATION: 2254281

030090519

DATE: 02-11-03

TRADEMARK

REEL: 003234 FRAME: 0109

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 27th day of December 2002.

360 YOUTH, LLC


Gina R. DiGiovanna
Secretary

TRADEMARK

REEL: 003234 FRAME: 0111

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,

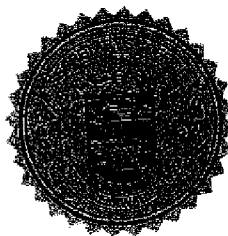
WITH AND INTO "360 YOUTH, LLC" UNDER THE NAME OF "360 YOUTH, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER

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

AUTHENTICATION: 2171051

DATE: 12-26-02

TRADEMARK

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3596365 8100M

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RECORDED: 11/28/2005