

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Interactive Market Systems, Inc.		10/01/2008	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Spectra Marketing Systems, Inc.
Street Address:	770 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10003
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Serial Number:	76449281	EM-DEM
Serial Number:	73695589	SUPERSELLER
Serial Number:	76023019	OPTIMAX
Serial Number:	78408678	WEBCUME
Serial Number:	78418865	CINEMACUME
Serial Number:	78418862	OPTACCUME
Serial Number:	78425165	IMSOUTDOOR
Serial Number:	78425542	IMSOUTDOOR NAVIGATOR
Serial Number:	77177814	IMS CAMPAIGNRF
Serial Number:	76073994	BUDGETFX
Serial Number:	75412299	BRANDFX
Serial Number:	74644056	ROLLUP
Serial Number:	74644059	MULTIREACH

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Serial Number:	75637326	ENTERPRISE ROLLUP
Serial Number:	75412288	PLANSTOCK
Serial Number:	75672815	LOCAL ROLLUP
Serial Number:	75898371	WEB RF
Serial Number:	78759239	IMS CHAID EXPLORER

**CORRESPONDENCE DATA**

Fax Number: (312)474-0448

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 312-474-6300

Email: docket@marshallip.com

Correspondent Name: Michael R. Graham

Address Line 1: 233 South Wacker Drive

Address Line 2: Suite 6300

Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	30527/G1000
NAME OF SUBMITTER:	Michael R. Graham
Signature:	/Michael R. Graham/
Date:	11/30/2008

**Total Attachments: 4**

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# 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:

"INTERACTIVE MARKET SYSTEMS, INC.", A NEW YORK CORPORATION, WITH AND INTO "SPECTRA MARKETING SYSTEMS, INC." UNDER THE NAME OF "SPECTRA MARKETING SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2008, AT 12:10 O'CLOCK P.M.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6889238

DATE: 10-02-08

TRADEMARK  
REEL: 003895 FRAME: 0290

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

INTERACTIVE MARKET SYSTEMS, INC. (a New York corporation)  
INTO  
SPECTRA MARKETING SYSTEMS, INC. (a Delaware corporation)

Spectra Marketing Systems, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation" or "Spectra Marketing Systems, Inc."), DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated under the laws of the State of Delaware on the 14<sup>th</sup> day of April, 1988, under the name Concentrics, Inc., and a Certificate of Amendment was filed on the 12<sup>th</sup> day of May, 1988 to change the name to Spectra Marketing Systems, Inc.

SECOND: That the Corporation owns all of the outstanding shares of the stock of Interactive Market Systems, Inc. ("Interactive Market Systems, Inc."), incorporated pursuant to the New York Business Corporations Law, the provisions of which permit the merger of a subsidiary corporation of said state into a parent corporation organized and existing under the laws of another state, on the 4<sup>th</sup> day of November, 1983, under the name Emark, Inc., and a Certificate of Amendment was filed to change the name to Interactive Market Systems, Inc. on March 2, 1988.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on October 1, 2008 by the unanimous written consent of its members filed with the minutes of the Board, determined to merge into itself said Interactive Market Systems, Inc. (the "Merger"):

RESOLVED: That the Corporation, the owner of all of the outstanding shares of Interactive Market Systems, Inc., shall merge Interactive Market Systems, Inc. into the Corporation pursuant to Sections 905 and 907 of the New York Business Corporation Law and Section 253 of the General Corporation Law of the State of Delaware; and be it further

RESOLVED: That the form, terms and provisions of the plan of merger of Interactive Market Systems, Inc. with and into Spectra Marketing Systems, Inc. are hereby adopted, approved, ratified and confirmed by the board of directors and sole stockholder in all respects; and be it further

RESOLVED: That the Certificate of Incorporation of Spectra Marketing Systems, Inc. immediately prior to the Merger shall be the Certificate of Incorporation of Spectra Marketing Systems, Inc. as the surviving

corporation after the Merger without any change or amendment thereto; and be it further

RESOLVED: That the Bylaws of Spectra Marketing Systems, Inc. immediately prior to the Merger shall be the Bylaws of Spectra Marketing Systems, Inc. as the surviving corporation after the Merger without any change or amendment thereto; and be it further

RESOLVED: That each person serving as an officer and/or director of Spectra Marketing Systems, Inc. immediately preceding the effective date of the Merger shall continue to serve in his or her respective capacity as an officer and/or director of Spectra Marketing Systems, Inc. as the surviving corporation until his or her successor is chosen and qualified; and be it further

RESOLVED: That each share of capital stock of Spectra Marketing Systems, Inc. which shall be issued and outstanding as of the effective date of the Merger shall remain issued and outstanding; and be it further

RESOLVED: That all of the issued and outstanding shares of capital stock of Interactive Market Systems, Inc. shall automatically be canceled and extinguished upon the Merger becoming effective.

FOURTH: This Certificate of Ownership and Merger shall be effective upon filing with the Secretary of State of the State of Delaware.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, said Spectra Marketing Systems, Inc. has caused this Certificate to be signed by Harris A. Black, its Vice President and Assistant Secretary, this 1<sup>st</sup> day of October, 2008.

SPECTRA MARKETING SYSTEMS, INC.

By: Harris A. Black

Name: Harris A. Black

Title: Vice President and Assistant Secretary

HART1-1486329-3

RECORDED: 11/30/2008

TRADEMARK  
REEL: 003895 FRAME: 0293