

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/05/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VBS IPTV LLC		01/05/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Vice Magazine Publishing USA Inc.		
Street Address:	97 North 10th Street		
City:	Brooklyn		
State/Country:	NEW YORK		
Postal Code:	11211		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85173606	NOISEY	
CORRESPONDENCE DATA			
Fax Number:	(650)687-1201		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	650 833 2373		
Email:	tmdocket@dlapiper.com, barbara.ellen@dlapiper.com		
Correspondent Name:	Paul A. McLean, Esq. c/o DLA Piper LLP		
Address Line 1:	2000 University Avenue		
Address Line 4:	East Palo Alto, CALIFORNIA 94303		
ATTORNEY DOCKET NUMBER:	373844-104		
NAME OF SUBMITTER:	Barbara Ellen		
Signature:	/Barbara Ellen/		

CH \$40.00 85173606

Date:

08/22/2011

Total Attachments: 2

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"VBS IPTV LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "VICE MAGAZINE PUBLISHING USA INC." UNDER THE NAME OF "VICE MAGAZINE PUBLISHING USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF JANUARY, A.D. 2011, AT 6:10 O'CLOCK P.M.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8479663

DATE: 01-07-11

TRADEMARK
REEL: 004609 FRAME: 0616

**CERTIFICATE OF MERGER
MERCING
VBS IPTV LLC
INTO
VICE MAGAZINE PUBLISHING USA INC.**

The undersigned, being the duly appointed VICE PRESIDENT of **VICE MAGAZINE PUBLISHING USA INC.**, a Delaware corporation, does hereby certify that:

FIRST: The name and jurisdiction of formation/state of domicile of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
VBS IPTV LLC	Delaware
VICE MAGAZINE PUBLISHING USA INC.	Delaware

SECOND: An Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of Delaware General Corporation Law, 8 Del. C. § 101 et seq., and Section 18-209 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et seq.

THIRD: The name of the surviving company is **VICE MAGAZINE PUBLISHING USA INC.** and the address of its principal place of business is 97 North 10th Street, Suite 202, Brooklyn, NY 11211. The Certificate of Incorporation of Vice Magazine Publishing USA Inc. shall be the surviving company's certificate of incorporation.

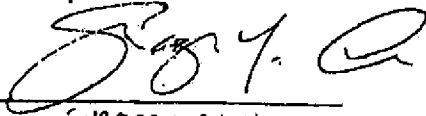
FOURTH: The merger shall be effective on January 5, 2011.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving company. The address of the principal place of business of the surviving company is **VICE MAGAZINE PUBLISHING USA INC.**, 97 North 10th Street, Suite 202, Brooklyn, NY 11211.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving company, on request and without cost, to any stockholder/member of any constituent company in the merger.

IN WITNESS WHEREOF, pursuant to Section 264 of Delaware General Corporation Law, and Section 18-209 of the Delaware Limited Liability Company Act, the undersigned has duly executed this Certificate of Merger on behalf of **VICE MAGAZINE PUBLISHING USA INC.** on this 31st day of December, 2010.

**VICE MAGAZINE PUBLISHING USA INC., a
Delaware corporation**

By: 
Name: SUROOSH ALVI
Title: VICE-PRESIDENT