

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/18/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SkyMall, Inc.		07/18/2001	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	GSky Acquisition Sub, Inc.
Also Known As:	AKA SkyMall, Inc.
Street Address:	1520 East Pima Street
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85034
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1708173	SKYMALL
Registration Number:	1843376	TRAVELMALL
Registration Number:	2258774	SKYMALL
Registration Number:	2343788	SKYMALL.COM
Registration Number:	2560417	SKYMALL
Registration Number:	2716526	SKYMALL

CORRESPONDENCE DATA

Fax Number: (480)245-6231
 glenn.bacal@bacalgroup.com,
Email: david.andersen@bacalgroup.com,
 jamie.tuccio@bacalgroup.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

900204439

**TRADEMARK
 REEL: 004640 FRAME: 0407**

OP \$165.00 1708173

Correspondent Name: Glenn S. Bacal
Address Line 1: 6991 E. Camelback, Suite D-102
Address Line 4: Scottsdale, ARIZONA 85251

NAME OF SUBMITTER:	Glenn S. Bacal
--------------------	----------------

Signature:	/Glenn S. Bacal/
------------	------------------

Date:	10/12/2011
-------	------------

Total Attachments: 4
source=CertificateOfMerger#page1.tif
source=CertificateOfMerger#page2.tif
source=CertificateOfMerger#page3.tif
source=CertificateOfMerger#page4.tif

CERTIFICATE OF MERGER

merging

SKYMALL, INC.
(a Nevada corporation)

with and into

GSKY ACQUISITION SUB, INC.
(a Delaware corporation)

Pursuant to Section 92A.190 and Section 92A.200 of the Nevada Revised Statutes (the "NRS"), and Section 252 of the Delaware General Corporation Law (the "DGCL"), GSKY ACQUISITION SUB, INC., a Delaware corporation, DOES HEREBY CERTIFY THAT:

FIRST: The names of the constituent entities to the merger are (i) SkyMall, Inc., a corporation organized under the laws of Nevada ("SkyMall") and (ii) GSKY Acquisition Sub, Inc., a corporation organized under the laws of Delaware ("GSKY") which is a wholly-owned subsidiary of Gemstar - TV Guide International, Inc., a corporation organized under the laws of Delaware ("Gemstar").

SECOND: An agreement and plan of merger among SkyMall, GSKY and Gemstar (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 92A.190 of the NRS and Section 251 of the DGCL.

THIRD: The surviving corporation in the merger is GSKY.

FOURTH: The certificate of incorporation of GSKY shall be the certificate of incorporation of the surviving corporation in the merger. At the effective time of the merger, pursuant to Section 251(e) of the DGCL and Section 2.1 of the Merger Agreement, the certificate of incorporation of the surviving corporation shall be automatically amended to change the name of the surviving corporation to "SkyMall, Inc."

FIFTH: No approval of the stockholders of GSKY or Gemstar was required with respect to the Merger Agreement and the merger pursuant to the DGCL.

SIXTH: The Merger Agreement was submitted for approval of the stockholders of SkyMall pursuant to Chapter 92A of the NRS. The holders of 15,821,711 shares of SkyMall common stock, representing all of the shares of common stock of SkyMall issued and outstanding, were entitled to vote on the Merger Agreement. No shares of SkyMall preferred stock were issued and outstanding and entitled to vote on the Merger Agreement. The number of votes cast for the Merger Agreement was 10,272,310. The number of votes cast

against the Merger Agreement was 29,161. The number of votes that abstained from voting on the Merger Agreement was 8,623. The number of votes cast for the Merger Agreement by the holders of each class of SkyMall stock entitled to vote thereon was sufficient for approval of the Merger Agreement by the holders of each such class.

SEVENTH: The complete, executed Merger Agreement is on file at the registered office of the surviving corporation, located at 135 North Los Robles Avenue, Suite 800, Pasadena, CA 91191.

EIGHTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholders of any constituent corporation.

NY01:125276.2

TRADEMARK
REEL: 004640 FRAME: 0410

IN WITNESS WHEREOF, each of SKYMALL, INC. and GSKY ACQUISITION SUB, INC. has caused this Certificate of Merger to be signed by its duly authorized officer on July 18, 2001.


SKYMALL INC.

By:


Martin Smith
Vice President

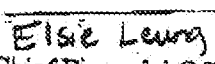
Attest:

By:


Christine A. Aguilera
Secretary

GSKY ACQUISITION SUB, INC.

By:


Elsie Leung
Chief Financial Officer

IN WITNESS WHEREOF, each of SKYMALL, INC. and GSKY ACQUISITION SUB, INC. has caused this Certificate of Merger to be signed by its duly authorized officer on July 18 2001.

SKYMALL, INC.

By:

Martin Smith
Vice President

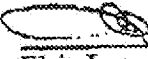
Attest:

By:

Christine A. Aguilera
Secretary

GSKY ACQUISITION SUB, INC.

By:



Elsie Leung
Chief Financial Officer