

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dennis Publishing, Inc.	FORMERLY Dennis Maxim, Inc.	08/03/2010	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Alpha Media Publishing, Inc.		
Street Address:	415 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78201394	HOMETOWN HOTTIES	
CORRESPONDENCE DATA			
Fax Number:	2122078727		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2122078787		
Email:	bjl@jacobsburleigh.com		
Correspondent Name:	Barbara Lipshutz		
Address Line 1:	445 Park Avenue		
Address Line 2:	17th Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	AMG HOMETOWN HOTTIES		
NAME OF SUBMITTER:	Barbara J. Lipshutz		
Signature:	/Barbara J. Lipshutz/		

Date:

11/12/2013

Total Attachments: 5

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on August 22, 2013.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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100803000526

RESTATED CERTIFICATE OF INCORPORATION

OF

DENNIS PUBLISHING, INC.

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

FIRST: The name of the corporation is Dennis Publishing, Inc. The corporation was formed November 21, 1996 under the name Maxim Magazine, Inc., renamed Dennis Maxim, Inc. on December 3, 1996, and renamed Dennis Publishing, Inc. on June 29, 2000.

SECOND: The Certificate of Incorporation of the corporation (the "Certificate"), was filed by the Department of State on November 21, 1996. The Certificate was amended on December 3, 1996, May 2, 1997, July 1, 1998 and June 29, 2000.

THIRD: The certificate of incorporation of the corporation, as heretofore amended, is hereby amended or changed to effect the following amendments or changes, all of which are authorized by the Business Corporation Law:

- To change Paragraph First, the name of the corporation;
- To change Paragraph Fifth, the post-office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him;
- To change Paragraph Seventh, provisions relating to indemnification of corporate officers and directors;
- To strike out Paragraph Eighth, provisions relating to dealings of directors and officers of the corporation with the corporation;
- To add provisions authorized by section 615 of the Business Corporation Law; and
- To rename the Paragraphs, "Articles," and renumber where appropriate.

FOURTH: This Certificate was authorized by an affirmative vote of at least a majority of all the outstanding shares entitled to vote on an amendment to the Certificate of Incorporation subsequent to approval by the Board of Directors and by the consent of the Requisite Voting Common Holders (as defined in the Stockholders Agreement, dated July 15, 2009 by and among Alpha Media Group Holdings Inc., and certain holders named therein).

FIFTH: The text of the certificate of incorporation of the corporation is hereby restated as further amended or changed herein to read as follows:

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TRADEMARK
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Article I

The name of the corporation is Alpha Media Publishing, Inc. (the "Corporation").

Article II

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

Article III

The office of the Corporation in the state of New York shall be located in the County of New York.

Article IV

The total number of shares of stock which the Corporation shall have authority to issue is 5,000,000. All such shares are to be Common Stock, par value of \$0.01 per share, and are to be of one class.

Article V

The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process against the Corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is Alpha Media Group Inc., Attn: General Counsel, 1040 6th Avenue, 23rd Floor, New York, New York, 10018.

Article VI

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under §402(b) of the Business Corporation Law of the State of New York as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal. The Corporation shall insure all Directors and Officers against liability to the fullest extent permitted by the law.

Article VII

Unless and except to the extent that the bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot. There shall be as many Directors of the Corporation as the Bylaws shall authorize, but at least one.

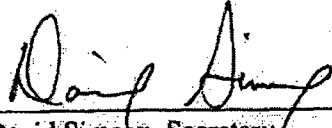
Article VIII

In furtherance and not in limitation of the powers conferred by the laws of the State of New York, the Board of Directors and the shareholders of the Corporation are expressly authorized to make, alter and repeal the bylaws of the Corporation.

Article IX

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of New York at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26
day of July, 2010.



David Simcox, Secretary

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DENNIS PUBLISHING, INC.

RESTATED CERTIFICATE OF INCORPORATION

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Under Section 807 of the Business Corporation Law.

lca
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 03 2010

Filed by: _____

Patti P. Rogers
Lowenstein Sandler PC
65 Livingston Avenue
Roseland, New Jersey 07068

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BY: *FR*

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