

RECORDATION FORM CC
TRADEMARKS

07-06-1998

DEPARTMENT OF COMMERCE
Trademark Office

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100755387

To the Honorable Commissioner of Patents and Trademarks: Please refer to _____ hereof.

1. Name of conveying party(ies):

Lucid Media, Inc.

C-10-98

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: **March 23, 1998**

2. Name and address of receiving party(ies)

Name: **Bottle Rocket, Inc.**

Internal Address: _____

Street Address: **19 West 21st St., Suite 504**

City: **New York** State: **N.Y.** ZIP: **10010**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **Delaware**
- Other _____

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)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

Serial No. 75/319,144 Serial No. 75/356,150
 Serial No. 75/319,145
 Serial No. 75/336,276
 Serial No. 75/356,268
 Serial No. 75/356,269

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Kristen H. Sorensen, Esq.**

Internal Address: **Hunton & Williams**

Street Address: **200 Park Ave., 44th Fl.**

City: **New York** State: **N.Y.** ZIP: **10166**

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ **165.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

06/30/1998 ENROUTE 00000226 75319144

01 FC:401
02 FC:402

40.00 OP
125.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kristen H. Sorensen

Name of Person Signing

Signature

5/10/98

Date

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

CERTIFICATE OF MERGER

of

LUCID MEDIA, INC.
(a New York corporation)

into

LUCID MEDIA, INC.
(a Delaware corporation)

UNDER SECTION 252 OF THE GENERAL CORPORATION LAW

It is hereby certified that:

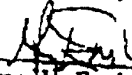
- (1) The constituent business corporations participating in the merger herein certified are:
 - (i) Lucid Media, Inc., which is incorporated under the laws of the State of New York, having originally been incorporated under the name Lucid Communications, Inc. ("Lucid-NY"); and
 - (ii) Lucid Media, Inc., which is incorporated under the laws of the State of Delaware ("Lucid-DE").
- (2) An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with Section 252(c) of the General Corporation Law (the "GCL"), to wit, by Lucid-NY in accordance with the laws of the State of New York and by Lucid-DE in the same manner as is provided in Section 251 of the GCL.
- (3) The name of the surviving corporation is "**Lucid Media, Inc.**" ("Lucid-DE")
- (4) The Certificate of Incorporation of Lucid-DE, is to be amended and changed by reason of the merger herein certified by striking out article First relating to the name of said surviving corporation, and by substituting in lieu thereof the following article:

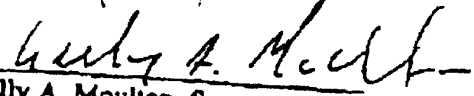
"FIRST: The name of the corporation is Bottle Rocket, Inc."
- (5) The executed Merger Agreement is on file at the office of the surviving corporation located at 19 West 21st St., Ste. 504, New York, NY 10010.
- (6) A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.
- (7) The authorized capital stock of Lucid-NY consists of 200 shares of common stock, without par value.

* * *

Dated: March 23, 1998

LUCID MEDIA, INC. ("Lucid-DE")

By: 
Gregory W. Easley, President

By: 
Kelly A. Moulton, Secretary

43-0022.1B