

04-06-1999



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TRADEMARK
02925-G0000 GSW

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	KNOWLEDGE ASSET MEDIA, INC.
Serial/Reg. Nos.	2,071,418; 2,043,602; 1,763,683
Service Mark	IMAGING EXPO; IMAGING WORLD; IMAGING WORLD

Box Assignment
Assistant Commissioner for Patents
Washington, DC 20231

Assignment Recordation Form Cover Sheet

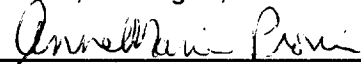
Dear Sir:

Please record the attached original document.

1. Name of conveying party. KNOWLEDGE ASSET MEDIA, INC.
2. Name and Address of Receiving Party. Shore-Varrone, Inc., A Georgia Corporation, at 6255 Barfield Road, Suite 200, Atlanta, GA 30303.
3. Nature of Conveyance: Merger. Execution Date: December 31, 1998.

Mailing Certificate: I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner for Patents and Trademarks; Washington, DC 20231.

Date: 3/25/99


AnneMarie Provino

4/05/1999 DNGUYEN 00000176 2071418

01 FC:481
02 FC:482

40.00 OP
50.00 OP

TRADEMARK
REEL: 1878 FRAME: 0352

4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Gene S. Winter, Registration No., 28,352
Attorney for Applicant
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

5. Serial/Reg. Nos. 2,071,418; 2,043,602; 1,763,683.

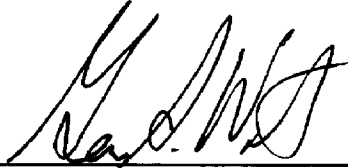
6. Total Number of Applications Involved: 3

7. Total Fee (37 CFR 3.41). \$90.00 due..

8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.

9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 5. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,



Gene S. Winter, Registration No., 28,352
Stephen P. McNamara, Registration No. 32,745
Attorneys for Applicant
ST. ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street
Stamford, CT 06905-5619
203 324-6155

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90050764
CONTROL NUMBER: J401665
EFFECTIVE DATE: 01/05/1999
REFERENCE : 0077
PRINT DATE : 01/14/1999
FORM NUMBER : 411

PARANET CORPORATION SERVICES, INC.
DONNA HYDE
STE 260, 3761 VENTURE DRIVE
DULUTH, GEORGIA 30096

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
SHORE-VARRONE, INC.
a Georgia corporation

Nonsurviving Entity/Entities:
KNOWLEDGE ASSET MEDIA, INC.
a Delaware corporation



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

TRADEMARK
REEL: 1878 FRAME: 0354

CERTIFICATE OF MERGER
OF KNOWLEDGE ASSET MEDIA, INC.
WITH AND INTO
SHORE-VARRONE, INC.

The undersigned corporation, organized and existing under and by virtue of the Georgia Business Corporation Code (the "Code"), DOES HEREBY CERTIFY:

1. Knowledge Asset Media, Inc., a Delaware corporation is merging with and into Shore-Varrone, Inc., a Georgia corporation and Shore-Varrone, Inc. will be the surviving corporation following the Merger.

2. The Articles of Incorporation of Shore-Varrone, Inc. will continue after the Merger as the Articles of the surviving corporation

3. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is Shore-Varrone, Inc., c/o VNU USA, INC., attn: Legal Department, 1515 Broadway, 15th Floor, New York, NY 10036.

4. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any corporation that is a party to the Merger.

5. The Plan and Agreement was unanimously approved by the Shareholders of both of the corporations.

6. The effective date of the Merger is December 31, 1998.

7. The surviving corporation certifies that a Notice of Merger and a publishing fee of \$40.00 have been mailed or delivered to an authorized newspaper, as required by law.

IN WITNESS WHEREOF, the corporation has caused its duly authorized officer to execute and deliver this Certificate of Merger as of the 30th day of December, 1998.

SHORE-VARRONE, INC.

by: Frederick A. Steinmann
Frederick A. Steinmann
Vice-President

BSR (6)
JAN 14 11 38 AM '99
SECRETARY OF STATE

SECRETARY OF STATE
JAN 5 1 14 PM '99
BSR (6)

**SCHEDULE FOR RECORDING MERGER OF
KNOWLEDGE ASSET MEDIA INTO SHORE-VARRONE, INC.**

TRADEMARK

REGISTRATION/SERIAL NO.

IMAGINGEXPO

2,071,418

IMAGINGWORLD

2,043,602

IMAGING WORLD

1,763,683