

06-25-1999



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TRADEMARKS ONLY

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SHEET COPY/FINANCE

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

mpd 6-22-99

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  
Effective Date  
Month Day Year  
 7 1 98
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

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FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

**Number of Properties** Enter the total number of properties involved.

#

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Rose Mary Wenstrup

*R.M. Wenstrup*

6/16/99

Name of Person Signing

Signature



Date Signed

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
9/14/1998	199818200319	MUL MERGER/LICENSING FOREIGN CORP/FOR PROFIT	100.00	10.00	0.00	0.00	0.00
		<b>TOTAL</b>	<b>100.00</b>	<b>10.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

Return To:  
**BAKER & HOSTETLER**  
**ATTN K S FINCH**  
**65 E STATE ST STE 2100**  
**COLUMBUS, OH 43215-4260**

-----cut along the dotted line-----



*The State of Ohio*  
 *Certificate* 

*Secretary of State - Bob Taft*

**1030404**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for FOURTHCHANNEL, INC. and that said business records show the filing and recording of:*

Document(s)  
 MERGER/LICENSING FOREIGN CORP/FOR PROFIT

Document No(s):  
 199818200319

*\*Authorization to transact business in Ohio is hereby given, until  
 surrender, expiration or cancellation of this license.*

United States of America  
 State of Ohio  
 Office of the Secretary of State

Witness my hand and the seal of the Secretary  
 of State at Columbus, Ohio, This 1st day of  
 July, A.D. 1998



*Bob Taft*

Bob Taft  
 Secretary of State

1. DATE 9/14/1998 TRANSACTION NO. 199818200319 TRANSACTION DESCRIPTION Merged Out of Existence (MEX)

**Mail To:**

**BAKER & HOSTETLER  
ATTN K S FINCH  
65 E STATE ST STE 2100  
COLUMBUS, OH 43215-4260**

-----cut along dotted line-----



*The State of Ohio*

*Certificate*

*Secretary of State - Bob Taft*

**1001498**

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
FOURTHCHANNEL, INC. and that said business records show the recording of:*

**MERGED OUT OF EXISTENCE**

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary  
of State at Columbus, Ohio, This 1st day of  
July, A.D. 1998



*Bob Taft*

Bob Taft  
Secretary of State

**TRADEMARK  
REEL: 001918 FRAME: 0529**



Prescribed by  
 Bob Taft, Secretary of State  
 30 East Broad Street, 14th Floor  
 Columbus, Ohio 43266-0418  
 Form MER (July 1994)

Approved \_\_\_\_\_  
 Date \_\_\_\_\_  
 Fee \_\_\_\_\_

## CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

### I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

\_\_\_\_\_ FourthChannel, Inc. \_\_\_\_\_

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: \_\_\_\_\_

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of \_\_\_\_\_ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Delaware, and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number \_\_\_\_\_

RECEIVED  
 JUL 09 1998  
 BOB TAFT  
 SECRETARY OF STATE

RECEIVED  
 JUN 30 1998  
 BOB TAFT  
 SECRETARY OF STATE

- [ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio, under registration number \_\_\_\_\_
- [ ] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_, and NOT registered to do business in the state of Ohio.

**II. Merging Entities**

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
<u>FourthChannel, Inc.</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**III. Merger Agreement on File**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Jonathan L. York</u>	<u>FourthChannel, Inc.</u> (street and number) <u>440 Dublin Avenue, Ste. 230, Columbus, Ohio 43215</u> (city, village or township) (state) (zip code)

**IV. Effective Date of Merger**

This merger is to be effective:

On July 1, 1998 *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

**V. Merger Authorized**

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

**VI. Statutory Agent**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<u>The Corporation Trust Company</u>	<u>1209 Orange Street</u>
	<small>(complete street address)</small>
	<u>Wilmington, Delaware 19801</u>
	<small>(city, village or township) (zip code)</small>

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)*

**Acceptance of Agent**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

\_\_\_\_\_  
Signature of Agent

*(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)*

**VII. Statement of Merger**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**VIII. Amendments**

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

*(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)*

**IX. Qualification or Licensure of Foreign Surviving Entity**

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

J. Stephen Van Heyde                      65 E. State Street, Suite 2100  
(name)    (street and number)

Columbus                                      , Ohio 43215  
(city, village or township)                      (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

a. The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

b. The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

c. The limited liability company was organized or registered on \_\_\_\_\_ under the laws of the state/country of \_\_\_\_\_  
month                      day                      year

d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: \_\_\_\_\_





The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

FOURTHCHANNEL, INC.  
exact name of entity (Ohio)  
By: Jonathan R. Kelly  
Its: President  
Date: June 30, 1998

FOURTHCHANNEL, INC.  
exact name of entity (Delaware)  
By: Jonathan R. Kelly  
Its: President  
Date: June 30, 1998

exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

exact name of entity  
By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Date: \_\_\_\_\_

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signatures)