

12-23-1999



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RECORDATION FORM COVER SHEET  
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U.S. Patent & TMO/TM Mail Rcpt Dt. #30

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

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

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DBA/AKA/TA

Composed of

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City State/Country Zip Code

Individual  General Partnership  Limited Partnership  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.)

Corporation  Association

Other

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12/23/1999 TTON11 00000061 500357 1888922

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01 FC:481 40.00 CH  
02 FC:482 75.00 CH

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TRADEMARK

REEL: 002003 FRAME: 0185

**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)

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**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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1888922"/>	<input type="text" value="1953690"/>	<input type="text" value="1965134"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1966187"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**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.

Mary A. Donovan 

Name of Person Signing Signature Date Signed

**Certificate of Merger**

**of**

**SJS Radio Networks Ltd.**

**into**

**SJS Entertainment Corporation**

**(Under Section 907 of the Business Corporation Law)**

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

**FIRST:** The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

**SECOND:** The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is SJS Entertainment Corporation. The jurisdiction of its incorporation is Pennsylvania; and the date of its incorporation therein is November 30, 1995.

The Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on \_\_\_\_\_, 1995.

**THIRD:** The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is SJS Radio Networks Ltd. The date upon which its certificate of incorporation was filed by the Department of State is January 3, 1992.

**FOURTH:** As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

SJS Entertainment Corporation

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and Series entitled to vote	Classes and series entitled to vote as a class
<u>Common</u>	<u>1,000</u>	<u>Voting</u>	_____
_____	_____	_____	_____
_____	_____	_____	_____

SJS Radio Networks, Ltd.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation of class and Series entitled to vote	Classes and series entitled to vote as a class
<u>Common</u>	<u>200</u>	<u>Voting</u>	_____
_____	_____	_____	_____
_____	_____	_____	_____

FIFTH: The merger herein certified was authorized in respect of the merged constituent corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of merger.

SIXTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

SEVENTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of

shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

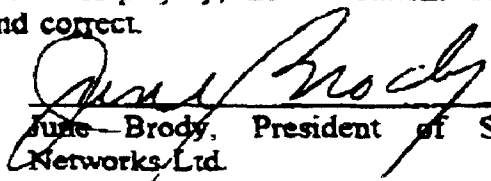
**EIGHTH:** The surviving constituent corporation agrees that, subject to the provisions of section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the merged constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

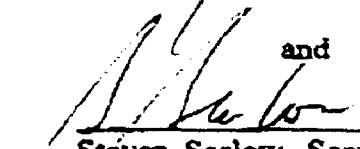
**NINTH:** The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is:

SJS Entertainment Corporation  
116 East 27th Street, 11th Floor  
New York, New York 10016

**TENTH:** The effective date of the merger herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the day of December 31, 1995.

**IN WITNESS WHEREOF,** we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by us and are true and correct.

  
June Brody, President of SJS Radio Networks Ltd.

and  
  
Steven Saslow, Secretary and Treasurer of SJS Radio Networks Ltd.

Affix Corporate Seal of Shareholder

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**PLAN OF MERGER** adopted on December 12, 1995 by SJS Radio Networks Ltd., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on December 12, 1995 by SJS Entertainment Corporation, a business corporation incorporated under the laws of the State of Pennsylvania, and by its Board of Directors on said date.

1. The participating corporations, SJS Radio Networks Ltd. and SJS Entertainment Corporation, shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Pennsylvania, be merged with and into a single corporation, to wit, SJS Entertainment Corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its Present name SJS Entertainment Corporation pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of SJS Radio Networks Ltd., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

The name under which the terminating corporation was formed is SJS Radio Networks, Ltd.

2. The number of outstanding shares of the terminating corporation is 200 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

3. The name under which the surviving corporation was formed is SJS Entertainment Corporation. The number of outstanding shares is 1,000, all of which are entitled to vote.

4. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one common share of the surviving corporation. The issued

shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

8. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Pennsylvania, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger [subject, however, to any provision or provisions contained hereinafter for abandoning the Plan of Merger before or after the adoption thereof by the shareholders entitled to vote of the terminating corporation or before or after the authorization of the merger upon behalf of the surviving corporation].

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The effective date in the State of New York of the merger herein provided for shall be December 31, 1995.

11. Notwithstanding the adoption of the Plan of Merger by the shareholders entitled to vote of the terminating corporation and the authorization of the merger upon behalf of the surviving corporation in the manner prescribed by the laws of the jurisdiction of its incorporation, the Plan of Merger may be abandoned at any time prior to the filing of a Certificate of Merger of the corporations by the Department of State of the State of New York