

Form PTO-1594
(Rev. 05/03)
OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

TechTV Inc.

- Individual(s)
- General Partnership
- Corporation-State: **Delaware**
- 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: **May 10, 2004**

2. Name and address of receiving party(ies)

Name: **G4 Media, Inc.**

Internal
Address:

Street Address: **12312 West Olympic Boulevard**

City: **Los Angeles** State: **CA** ZIP: **90064**

- 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 registration number(s):

A. Trademark Application No.(s): **78/271,482;
78/271,478; 78/271,475; 76/376,725;
76/427,192; 76/432,847; 78/155,675**

B. Trademark Registration No.(s) **2,580,184; 2,580,185;
2,801,196; 2,801,195; 2,801,194; 2,662,991;
2,722,512; 2,818,061; 2,764,286; 2,761,821;
2,783,425; 2,791,213; 2,779,560; 2,761,820;
2,764,285; 2,764,284; 2,764,283; 2,797,560;**

Additional number(s) attached Yes No

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

Name: **Mark A. Paskar**

Internal Address: **Bryan Cave LLP**

One Metropolitan Square

Street Address: **211 N. Broadway, Suite 3600**

City: **St. Louis** State **MO** ZIP: **63102-2750**

6. Total number of applications and registrations involved: 43

7. total fee (37 CFR 3.41).....**\$1090.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account Number:

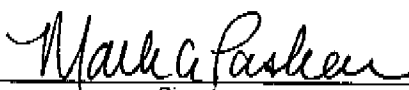
02-4467 (for fees and any additional fee or overpayment)

DO NOT USE THIS SPACE

9. Signature.

Mark A. Paskar

Name of Person Signing



Signature

7/14/04

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office,
PO Box 1450
Alexandria, VA 22313-1450

CH \$1090.00 024467 78271482

TechTV Inc. / G4 Media, Inc. Name Change Recordation

Additional Application Numbers:

76/492,269; 76/555,168; 76/368,866; 76/555,167; 76/545,698; 76/545,697; 76/496,083;
76/476,454; 76/373,157; 76/481,131

Additional Registration Numbers:

2,832,898; 2,848,754; 2,837,139; 2,854,813; 2,851,761; 2,644,771; 2,704,144; 2,628,308

Delaware

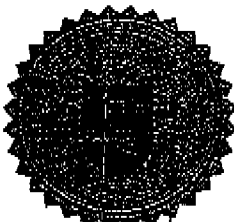
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"G4 MEDIA, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "TECHTV INC." UNDER THE NAME OF "G4 MEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 2004, AT 3:33 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

1-2004-05-10-04 3107311

2778650 8100M

040339388

DATE: 05-10-04

TRADEMARK

REEL: 002893 FRAME: 0399

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 03:37 PM 05/10/2004
 FILED 03:33 PM 05/10/2004
 SRV 040339389 - 2778650 FILE

**CERTIFICATE OF MERGER
 MERGING
 G4 MEDIA, LLC
 INTO
 TECHTV INC.**

Pursuant to Section 264 of the
 Delaware General Corporation Law and
 Section 18-209 of the Delaware Limited Liability Company Act

TechTV Inc., a Delaware corporation, which desires to merge with G4
 Media, LLC, a Delaware limited liability company, hereby certifies that:

1. The name and jurisdiction of formation or organization of each of
 the constituent corporations of the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
G4 Media, LLC	Delaware
TechTV Inc.	Delaware

2. The Agreement of Merger dated as of May 10, 2004 (the "Merger
 Agreement") among G4 Holding Company and each of the constituent
 corporations participating in the merger has been approved, adopted, certified,
 executed and acknowledged by each of the constituent corporations in accordance
 with Section 264 of the Delaware General Corporation Law (the "DGCL") and
 Section 18-209 of the Delaware Limited Liability Company Act.

3. TechTV Inc. is the surviving corporation of the merger.


4. The Certificate of Incorporation of TechTV Inc., as now in force
 and effect, shall continue to be the Certificate of Incorporation of the surviving
 corporation, provided that Article FIRST of such Certificate of Incorporation shall
 be amended to read as follows: "The name of the Corporation is G4 Media, Inc."

5. The executed Merger Agreement is on file at the office of the
 surviving corporation at 12312 West Olympic Boulevard, Los Angeles, CA
 90064.

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.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger on this 10th day of May 2004.

TECHTV INC.

By: 
Name: Arthur P. Block
Title: Senior Vice President

(NY) 05726192/CLOSING/merger.cer.G4.doc