IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

<table>
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<tr>
<th>Assignor:</th>
<th>Ceridian Corporation</th>
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<tbody>
<tr>
<td>Assignee:</td>
<td>Arbitron, Inc.</td>
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<tr>
<td>Patent Nos.</td>
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<td>5,235,414</td>
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<td>5,621,454</td>
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Box Assignment
Assistant Commissioner for Patents
Washington, DC 20231

**Name Change Recordation Form Cover Sheet**

Dear Sir:

Please record the attached original document.

1. **Name and State of Incorporation of conveying party(ies).** Ceridian Corporation, a Corporation of the State of Delaware.

2. **Name, State of Incorporation and Address of Receiving Party.** Arbitron, Inc., a Delaware Corporation, with offices at 9705 Patuxent Woods Drive; Columbia, MD 21046.

3. **Nature of Conveyance:** Change of Name. **Execution Date:** March 30, 2001.

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

   Eugene L. Flanagan III, Registration No. 27,634  
   Attorney for Assignee  
   LANGE STEWARD JOHNSTON & REENS LLC  
   986 Bedford Street  
   Stamford, CT 06905-5619  
   203 324-6155

   **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 of Patents and Trademarks; Washington, DC 20231.

   **Oct. 3, 2001**  
   Danielle Dominici

6. Total Number of Patents Involved: 13.

7. Total Fee (37 CFR 3.41). $520.00 due. A check for this amount is enclosed.

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 7. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,

[Signature]

Eugene L. Flanagan III, Registration No. 27,634
Attorney for Assignee
ST.ONGE STEWARD JOHNSTON & REENS LLC
986 Bedford Street; Stamford, CT 06905-5619
Telephone: 203 324-6155
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 OWNERSHIP, WHICH MERGES:

"ARBITRON INC.", A DELAWARE CORPORATION,

WITH AND INTO "CERIDIAN CORPORATION" UNDER THE NAME OF "ARBITRON INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.

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

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1054940
DATE: 03-30-01
CERTIFICATE OF OWNERSHIP
AND MERGER OF

ARBITRON INC.
(a Delaware corporation)

INTO

CERIDIAN CORPORATION
(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law, Ceredian Corporation, a Delaware corporation ("Ceredian"), the holder of 100% of the outstanding common stock, par value $.01 per share, of Arbitron Inc., a Delaware corporation ("Arbitron"), and Arbitron hereby adopt this Certificate of Ownership and Merger for the purpose of merging Arbitron with and into Ceredian (the "Merger") and do hereby certify that:

FIRST: Ceredian is the owner of all of the outstanding shares of common stock of Arbitron, which has only one class of capital stock outstanding.

SECOND: A copy of the resolutions of Ceredian's Board of Directors authorizing the Merger, adopted as of February 14, 2001, is attached as Attachment A and incorporated by reference into this Certificate of Ownership and Merger. The Merger has been adopted, approved, certified, executed and acknowledged by Ceredian in accordance with the laws of the State of Delaware.

THIRD: A copy of the resolutions of the Board of Directors of Arbitron authorizing the merger, adopted February 14, 2001, is attached as Attachment B and incorporated into this Certificate of Ownership and Merger. The Merger has been adopted, approved, certified, executed and acknowledged by Arbitron in accordance with the laws of the State of Delaware.

FOURTH: Ceredian Corporation, a Delaware corporation, shall be the surviving corporation.

FIFTH: The Merger will become effective at 7:00 a.m., CST, on March 30, 2001.

SIXTH: As of the effective time of the Merger, Article I of the Certificate of Incorporation of Ceredian is hereby amended to change Ceredian's corporate name to "Arbitron Inc."
IN WITNESS WHEREOF, the undersigned signatures shall constitute the affirmation or acknowledgment of the signatory, under penalties of perjury, that the instrument is the signatory's act and deed and that the facts stated herein are true.

Dated: March 30, 2001

CERIDIAN CORPORATION,
a Delaware corporation

By: Dolores L. Cody
Its: Executive Vice President, Chief Legal Officer and Secretary

Dated: March 30, 2001

ARBITRON INC.,
a Delaware corporation

By: Dolores L. Cody
Its: Vice President
ATTACHMENT A

PROPOSED CONSENT RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
CERIDIAN CORPORATION

WHEREAS, Ceridian Corporation ("Ceridian") owns all of the outstanding shares of
common stock of Arbitron Inc., a stock corporation which is organized under the Delaware
General Corporation Law and which has only one class of capital stock ("Arbitron Inc.").

WHEREAS, the Board of Directors of Ceridian has deemed it advisable that Arbitron be
merged with and into Ceridian pursuant to Section 253 of the Delaware General Corporation
Law, and that in connection therewith, Article I of the Certificate of Incorporation of Ceridian be
amended to change the name of Ceridian to "Arbitron Inc."

RESOLVED, that Arbitron Inc. be merged with and into Ceridian and that all of the
property, rights, privileges and other assets of Arbitron Inc. be transferred to, and all of its
obligations be assumed by, Ceridian, which shall be the surviving corporation.

FURTHER RESOLVED, that as of the effective time of the merger of Arbitron Inc. into
Ceridian, Article I of the Certificate of Incorporation of Ceridian be amended to change
Ceridian's corporate name to "Arbitron Inc."

FURTHER RESOLVED, that the Board of Directors hereby approves and adopts in all
respects a Certificate of Ownership and Merger, substantially in the form described to the Board
of Directors at this meeting, which certificate has been prepared pursuant to Section 253 of the
Delaware General Corporation Law for the purpose of effecting the above described merger.

FURTHER RESOLVED, that appropriate officers of Ceridian, or such acting
individually, be and they hereby are authorized and directed to make and execute, in the name of
and on behalf of Ceridian a Certificate of Ownership and Merger, and to file such certificate in
the office of the Secretary of State of Delaware, and to do all other acts and things that may be
necessary to carry out and effectuate the purpose and intent of these resolutions.

FURTHER RESOLVED, that the merger shall become effective at 7:00 a.m., CST, on
ATTACHMENT B

PROPOSED CONSENT RESOLUTIONS
OF THE BOARD OF DIRECTORS OF
ARBITRON INC.

WHEREAS, Arbitron Inc. ("Arbitron") is a wholly-owned subsidiary of Ceridian Corporation, a stock corporation which is organized under the Delaware General Corporation Law ("Ceridian").

WHEREAS, the Board of Directors of Arbitron has deemed it advisable that Arbitron be merged with and into Ceridian pursuant to Section 253 of the Delaware General Corporation Law, and that in connection therewith, Article I of the Certificate of Incorporation of Ceridian be amended to change the name of Ceridian Corporation to "Arbitron Inc."

RESOLVED, that Arbitron be merged with and into Ceridian and that all of the property, rights, privileges and other assets of Arbitron be transferred to, and all of its obligations be assumed by, Ceridian, which shall be the surviving corporation.

FURTHER RESOLVED, that as of the effective time of the merger of Arbitron into Ceridian, Article I of the Certificate of Incorporation of Ceridian be amended to change Ceridian's corporate name to "Arbitron Inc."

FURTHER RESOLVED, that the Board of Directors hereby approves and adopts in all respects a Certificate of Ownership and Merger, substantially in the form described to the Board of Directors at this meeting, which certificate has been prepared pursuant to Section 253 of the Delaware General Corporation Law for the purpose of effecting the above described merger.

FURTHER RESOLVED, that appropriate officers of Arbitron, or each acting individually, be and they hereby are authorized and directed to make and execute, in the name of and on behalf of Arbitron a Certificate of Ownership and Merger, and to file such certificate in the office of the Secretary of State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of these resolutions.

FURTHER RESOLVED, that the merger shall become effective at 7:00 a.m., CST, on March 30, 2001.