

04-19-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of 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

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/19/2001 DRYONE 00000268 230325 581055
01 PD:481 40.00 Ch
02 PD:461 20.00 Ch

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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

TRADEMARK
REEL: 002274 FRAME: 0607

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2311055"/>	<input type="text" value="2304157"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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

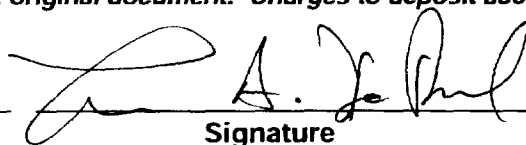
Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Louis A. DePaul
Name of Person Signing


Signature

3/15/01
Date Signed

CERTIFICATE OF MERGER

MERGING

CBS CORPORATION

INTO

VIACOM INC.

(Pursuant to Section 252 of the
Delaware General Corporation Law)

The undersigned Delaware corporation does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations in the merger (the "Merger") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
CBS Corporation	Pennsylvania
Viacom Inc.	Delaware

SECOND: An Amended and Restated Agreement and Plan of Merger between Viacom Inc., CBS Corporation and Viacom/CBS LLC dated as of September 6, 1999, as amended and restated as of October 8, 1999, and as of November 23, 1999 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the Delaware General Corporation Law.

THIRD: Viacom Inc. shall be the surviving corporation.

FOURTH: The Restated Certificate of Incorporation of the surviving corporation, Viacom Inc., with such amendments as are effected by the Merger, is attached to this Certificate of Merger as Exhibit A, and, as so amended, shall constitute the Restated Certificate of Incorporation, as amended, of the surviving corporation.


FIFTH: The executed Agreement and Plan of Merger is on file at an office of the surviving corporation. The address of the principal place of business of the surviving corporation is 1515 Broadway, New York, NY 10036.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of CBS Corporation consists of 1,100,000,000 shares of common stock, par value \$1.00 per share, and 25,000,000 shares of preferred stock, par value \$1.00 per share.

IN WITNESS WHEREOF, Viacom Inc. has caused this Certificate of Merger to be executed by its duly authorized officer this 4th of May, 2000.

VIACOM INC.

By: 
Name: Michael D. Fricklas
Title: Senior Vice President,
General Counsel and
Secretary

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"CBS CORPORATION", A PENNSYLVANIA CORPORATION,
WITH AND INTO "VIACOM INC." UNDER THE NAME OF "VIACOM INC.",
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 2000, AT 8 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0426415

DATE: 05-09-00

TRADEMARK

REEL: 002274 FRAME: 0611

RECORDED: 03/16/2001