

11-25-2002

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102289391

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

MURD 6/7/02

1. Name of conveying party(ies):

CBS Corporation

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Viacom Inc.

Internal

Address: _____

Street Address: 1515 Broadway

City: New York State: NY Zip: 10036

- 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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: May 4, 2000.

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1181566

Additional number(s) attached Yes No

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

Name: Rebecca Borden, Viacom Inc.

Internal Address: _____

Street Address: 1515 Broadway, 51St Floor

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

~~2~~ 502273

DO NOT USE THIS SPACE

9. Signature.

Rebecca Borden

Name of Person Signing

Rebecca Borden

Signature

June 7, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002579 FRAME: 0065

State of Delaware
Office of the Secretary of State PAGE 1

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.



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

Edward J. Freel, Secretary of State

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001227722

AUTHENTICATION: 0419661

DATE: 05-04-00

TRADEMARK
REEL: 002579 FRAME: 0066

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.

FROM

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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

158170

RECORDED: 06/07/2002

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