

Tab settings 5-4-98

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attached original documents or copy thereof.

To the Honorable Commissioner of

1. Name of conveying party(ies):

JOBSON MANAGEMENT CORPORATION

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

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

2. Name and address of receiving party(ies)

AMATO COMMUNICATIONS-

Name: MANAGEMENT, INC.

Internal Address:

Street Address: 100 Avenue of the Americas

City: New York State: NY ZIP: 10013

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

Execution Date: February 10, 1998

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

A. Trademark Application No.(s)

75/361,902

B. Trademark Registration No.(s)

1,103,858

Additional numbers attached? Yes No

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

Name: EMMET, MARVIN & MARTIN, LLP

Internal Address: PATRICIA M. VIOLETTE
LEGAL ASSISTANT

Street Address: 120 BROADWAY

City: NEW YORK State: NY ZIP: 10271

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

LORI POTTS

Name of Person Signing

Lori Potts

Signature

5/25/98

Date

Total number of pages including cover sheet, attachments, and document: 2

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
JOBSON MANAGEMENT CORPORATION

Pursuant to Section 242
of the Corporation Law of the
State of Delaware

JOBSON MANAGEMENT CORPORATION (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

By unanimous vote of the Directors of the Corporation and pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, a resolution was duly adopted setting forth an amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation have duly approved said amendment pursuant to unanimous written consent of the stockholders, all in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That Article FIRST of the Certificate of Incorporation of the Corporation be and hereby is deleted, and the following Article FIRST is substituted therefor:


"FIRST: The name of the Corporation is AMATO COMMUNICATIONS - MANAGEMENT, INC."

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and this Certificate of Amendment to be signed by its President and attested by its Secretary this 10 day of February, 1998.

JOBSON MANAGEMENT CORPORATION

By: 
Robert A. Amato, President

ATTEST:


Jarvis P. Kellogg, Assistant Secretary
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