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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRO 5-15-98
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To the Honorable Commissioner of

100725241

attached original documents or copy thereof.

1. Name of conveying party(ies):

American Management Association
1601 Broadway
New York, NY 10019

- Individual(s)
- General Partnership
- Corporation-State New York
- 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: September 19, 1997

2. Name and address of receiving party(ies):

American Management Association
Name: International

Internal Address: _____

Street Address: 1601 Broadway

City: New York State: NY ZIP: 10019

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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)

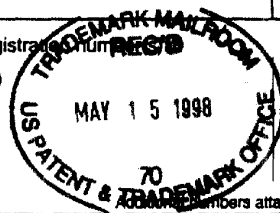
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

Reg. 1,766,390



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

Name: Bert A. Collison, Esq.

Internal Address: Nims, Howes, Collison

Hansen & Lackert

Street Address: 605 Third Avenue

Suite 3500

City: New York State: NY ZIP: 10158

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:

(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.

Bert A. Collison
Name of Person Signing

Bert A. Collison
Signature

May 12, 1998
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

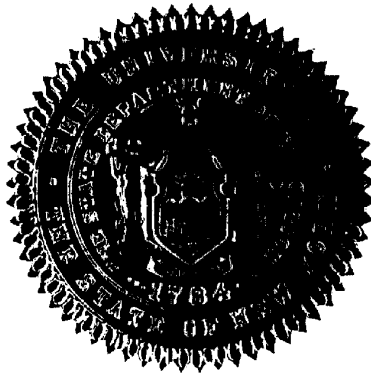
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

**AMERICAN MANAGEMENT ASSOCIATION INTERNATIONAL
AMENDMENT OF CERTIFICATE OF INCORPORATION**


This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of September 19, 1997,

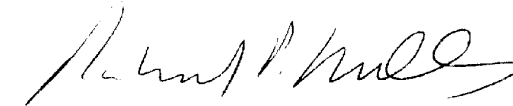
An application having been made by and on behalf of the trustees of the American Management Association, for an amendment of its certificate of incorporation, it was

Voted, that the certificate of incorporation of the American Management Association, located in the city, county, and state of New York, which was granted by action of the Board of Regents under the corporate name "American Management Associations" on September 28, 1972; which corporation was consolidated by Regents action on April 27, 1973 with the American Foundation for Management Research, Inc., the International Management Association, Inc., The Presidents Association, Inc. and the Society for Advancement of Management, Inc., all domestic not-for-profit corporations formed by filings with the Secretary of State on, respectively, June 14, 1960, January 24, 1956, April 11, 1961 and February 5, 1936; which certificate of incorporation of such consolidated corporation was amended by Regents action on November 16, 1984 to change the corporate name to "American Management Association" and September 15, 1995 be, and the same hereby is, amended to change the corporate name to "American Management Association International" and to add authority for the corporation to conduct its activities in any jurisdiction within or without the United States.



Granted, September 19, 1997, by the Board of Regents of The University of the State of New York, for an on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 22,377.


Chancellor


President of the University and
Commissioner of Education