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Form PTO-1595  
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06-10-1998

U.S DEPARTMENT OF COMMERCE  
Patent and Trademark Office



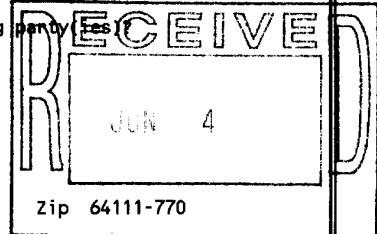
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To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party: Universal  Syndicate  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation - Delaware  
 Other

2. Name and address of receiving party (ies)  
Name: Andrews McMeel Universal  
Internal Address:  
Street Address: 4520 Main Street  
City Kansas City State Missouri Zip 64111-770



Additional name(s) of conveying party(ies) attached?  
 yes  no

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation - Delaware  
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

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

3. Nature of Conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other

Execution Date: June 3, 1997

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,255,312

Additional numbers attached?  Yes  No

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

SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC  
2100 Pennsylvania Avenue, N.W.  
Suite 800  
Washington, D.C. 20037-3202  
Attn: Ellen M. Baker

6. Total number of applications/registrations involved: ONE

7. Total Fee (37 CFR 3.41): \$40.00  
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.

Authorized to be charged to Deposit Account

8. Deposit Account No. 19-4880

(Attach dupl. copy of this page if paying by Deposit Account)

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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.

Ellen M. Baker  
Name

June 4, 1998  
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT: \_\_\_\_\_

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

Do not detach this portion  
Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

TRADEMARK

REEL: 1738 FRAME: 0677

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION  
OF  
UNIVERSAL PRESS SYNDICATE**

**First:** That at a meeting of the Board of Directors of Universal Press Syndicate (the "Corporation"), a Delaware corporation, on April 22, 1997, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, recommending approval of said amendment by the stockholders and directing that said amendment be presented by the stockholders of the Corporation entitled to vote thereupon for consideration thereof. The resolutions setting forth the proposed amendment are as follows:

"RESOLVED, That the following resolution be submitted to a vote of the stockholders of Universal Press Syndicate (the "Corporation") entitled to vote thereon at the annual meeting of the stockholders, and the board of directors of the Corporation does hereby recommend that the stockholders adopt the resolution:

"RESOLVED, That the FIRST article of the Certificate of Incorporation of the Corporation is hereby amended to read as follows:

'The name of the Corporation is  
Andrews McMeel Universal'

"FURTHER RESOLVED, That, if the proposed amendment to the Certificate of Incorporation be duly adopted by the stockholders as aforesaid, the officers of the Corporation are hereby authorized and directed to execute, acknowledge, deliver, file and record such Certificate of Amendment and other documents, instruments, and certificates in the name and on behalf of the Corporation, and to do any and all other acts and things, as may be necessary or convenient to carry out the intent and purposes of the foregoing resolution."

**Second:** That thereafter, pursuant to resolution of the Board of Directors, the stockholders of the Corporation duly approved said resolution at a meeting duly held April 22, 1997.

**Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**Fourth:** That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by the Corporation's authorized officer on this 3<sup>rd</sup> day of June, 1997.

By:   
John P. McMeel, President

123180

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**CERTIFICATE OF ACKNOWLEDGMENT  
OF ASSETS OF  
UNIVERSAL PRESS SYNDICATE**

The undersigned, Universal Press Syndicate (the "Corporation"), a Delaware corporation, does hereby state that the following facts are held true:

For purposes of Delaware Code Annotated, Title 8, Chapter 1, Section 102, the total assets of Universal Press Syndicate are not less than Ten Million Dollars (\$10,000,000.00), as "total assets" are defined in Delaware Code Annotated, Title 8, Chapter 5, Section 503(i), which means "all assets of the Corporation, net only of allowances for bad debts, accumulated depreciation, accumulated depletion, accumulated amortization of land and accumulated amortization of intangible assets" for the Corporation's 1996 fiscal year.

**UNIVERSAL PRESS SYNDICATE**

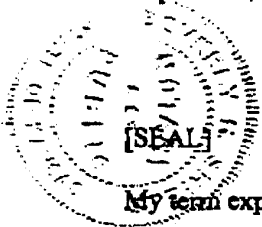
  
John P. McMeel, President

  
Kathleen W. Andrews, Secretary

[Corporate Seal]

*Kansas*  
STATE OF MISSOURI )  
COUNTY OF *Johnson* ) ss

I, *Ronald W. Shuler*, a notary public, do hereby certify that on this *3rd* day of June, 1997, personally appeared before me John P. McMeel and Kathleen W. Andrews who being by me first duly sworn, declared that they are the President and Secretary of the corporation named in the foregoing certificate, that they signed the foregoing certificate as the President and Secretary of the corporation, and that the statements therein contained are true.



*Ronald W. Shuler*  
Notary Public

My term expires:

*7/16/00*

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