

MRD 5-27-98

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06-17-1998



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Send original documents or copy thereof.

1. Name of conveying party(ies):

Blenheim Group USA, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- 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: 03/24/97

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

Name: Miller Freeman Group USA, Inc.

Internal Address:

Street Address: 600 Harrison Street

City: San Francisco State: CA Zip: 94107

- 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

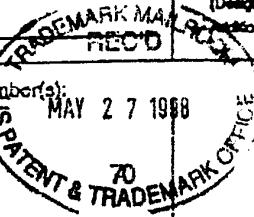
4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Attachment A

B. Trademark registration No.(s)

See Attachment A



Additional numbers attached?  Yes  No

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

Name: Shirley J. Su, Esq.  
Howard, Rice, Nemerovski, Canady,  
Internal Address: Falk & Rabkin

Street Address: 3 Embarcadero Center,  
7th Floor

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved:

42

7. Total fee (37 CFR 3.41): \$ 1065.00

- Enclosed, but if found insufficient is,
- Authorized to be charged to deposit account

8. Deposit account number:

08-2792

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

DO NOT USE THIS SPACE

06/16/1998 SSNITH 00000027 75101280

01 FC:481 40.00 CP  
02 FC:482 1025.00 CP

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.

Shirley J. Su  
Name of Person Signing

*Shirley J. Su*  
Signature

5-26-98  
Date

Total number of pages comprising cover sheet:

2



ATTACHMENT A  
U.S. Applications

75/101,280

U.S. Registrations

1,233,597  
1,283,597  
1,338,305  
1,343,190  
1,392,580  
1,613,212  
1,680,282  
1,699,927  
1,767,615  
1,781,681  
1,790,640  
1,814,886  
1,829,566  
1,840,503  
1,842,372  
1,843,147  
1,848,330  
1,848,335  
1,850,948  
1,854,835  
1,854,843  
1,861,446  
1,865,937  
1,874,281  
1,887,407  
1,895,273  
1,897,708  
1,906,748  
1,909,996  
1,917,419  
1,935,975  
1,951,186  
2,005,923  
2,006,082  
2,008,204  
2,015,182  
2,021,997  
2,035,219  
2,045,057  
2,074,753  
2,094,868

TRADEMARK  
REEL: 1741 FRAME: 0535

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 AMENDMENT OF "BLENHEIM GROUP USA, INC.", CHANGING ITS NAME FROM "BLENHEIM GROUP USA, INC." TO "MILLER FREEMAN GROUP USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

2186989 8100  
971098818



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 8392631  
03-26-97

DATE:

TRADEMARK  
REEL: 1741 FRAME: 0536

CERTIFICATE OF AMENDMENT OF  
RESTATED CERTIFICATE OF INCORPORATION OF  
BLENHEIM GROUP USA, INC.

Blenheim Group USA, Inc., a corporation organized and existing under, and by virtue of, the General Corporation Law of the State of Delaware, does hereby certify that:

1. The Board of Directors has adopted the following amendment to the Certificate of Incorporation of Blenheim Group USA, Inc. (the "Corporation"). The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article First of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

FIRST: The name of the Corporation is Miller  
Freeman Group USA, Inc.

2. The sole stockholder of the Corporation by Written Consent adopted the preceding amendment to the Certificate of Incorporation in accordance with the provisions of Sections 228 and 242 of the General Corporate Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its President, and attested to by its Secretary, as of the 24 day of March, 1997.

BLENHEIM GROUP USA, INC.

By Marshall W. Freeman  
Marshall W. Freeman, President

Attest:

Warren A. Ambrose  
Warren A. Ambrose, Secretary

0012971-551301-174-024146

RECORDED: 05/27/1998

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TRADE FILE NO AM 03/26/1997  
971098818 - 2186989  
REEL: 1741 FRAME: 0537