

8/6/98

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08-10-1998



100789994

To the Honorable Commissioner of Patents and Trademark

or copy thereof

1. Name of conveying party(ies):
Newbridge Communications, Inc.

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

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

2. Name and Address of receiving party(ies)

Name: Films for the Humanities & Sciences, Inc.

Address: P.O. Box 2053
Princeton, NJ 08543

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: February 24, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) See Schedule A (attached)

Additional numbers attached? Yes No

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

David Sternbach, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41)..... \$ 140.00

Enclosed

Any deficiency is authorized to be charged to
Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(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.

David Sternbach
Name of Person Signing

Signature

8/5/98
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm. 335, Washington, D.C. 20231

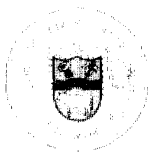
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01 FC:481 40.00 OF
02 FC:482 100.00 OF

SCHEDULE A
REGISTRATIONS

COUNTRY/STATE	MARK	REG. NO.	REG. DATE
U.S.A.	CURRICULUM MEDIA GROUP	1723699	Oct. 13, 1992
U.S.A.	MEDIA LINKS	1768592	May 4, 1993
U.S.A.	FILMS FOR THE HUMANITIES & SCIENCES	1537852	May 2, 1989
U.S.A.	FH AUDIO ARCHIVE	1208009	Sept. 14, 1982
U.S.A.	FILMS FOR THE HUMANITIES	1230687	Mar. 8, 1983

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 "NEWBRIDGE COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "NEWBRIDGE COMMUNICATIONS, INC." TO "FILMS FOR THE HUMANITIES & SCIENCES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 1998, AT 10 O'CLOCK A.M.



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

0560818 8100

981200433

CERTIFICATION: 9108446

DATE: 05-29-98
TRADEMARK

REEL: 1765 FRAME: 0555

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

* * * * *

Newbridge Communications, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

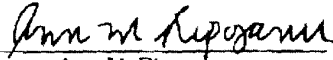
RESOLVED, that the Certificate of Incorporation of Newbridge Communications, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows: "The name of the corporation shall be Films for the Humanities & Sciences, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, said Newbridge Communications, Inc.
has caused this certificate to be signed by Ann Riposanu its Vice President
and attested by Beverly C. Chell its Secretary this 24th day of February,
1998.

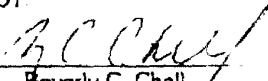
NEWBRIDGE COMMUNICATIONS, INC.



Ann M. Riposanu
Vice President

ATTEST:

By


Beverly C. Chell
Secretary