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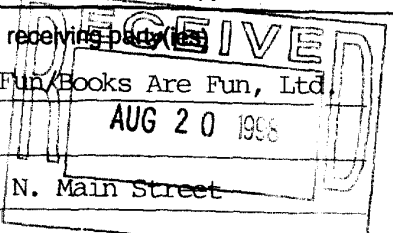


To the Honorable Commissioner of Pat

Attached original documents or copy thereof.

100807071

8/20/98



1. Name of conveying party(ies):
Reading's Fun, Ltd.

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

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

2. Name and address of receiving party(ies)

Name: Reading's Fun/Books Are Fun, Ltd.
 Internal Address:
 Street Address: 123 N. Main Street
 City: Fairfield State: Iowa ZIP: 52556

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Iowa
- 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: August 8, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,097,231
2,123,427
2,128,314

Additional numbers attached? Yes No

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

Name: Gabrielle S. Roth
 Internal Address: Dickstein Shapiro
 Morin & Oshinsky LLP
 Street Address: 2101 L Street, N.W.
 City: Washington State: D.C. ZIP: 20037

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: (Any deficiency)

04-1073

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

08/24/1998 DREGUYEN 00000194 2097231

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 50.00 DP

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.

Gabrielle S. Roth
Name of Person Signing

Gabrielle S. Roth
Signature

8/20/98
Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1774 FRAME: 0111

IOWA

No. W00153544
Date: 08/13/1997

SECRETARY OF STATE

490 DP-000146599
READING'S FUN/BOOKS ARE FUN, LTD.

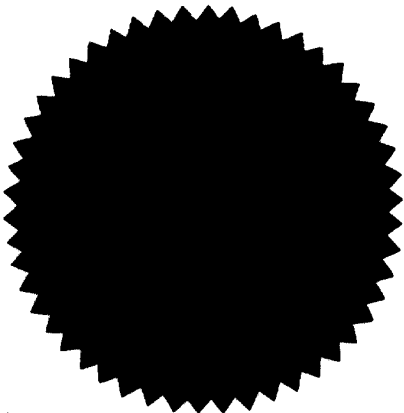
ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Amendment

The document was filed on August 7, 1997, at 03:12 PM, to be effective as of August 7, 1997, at 03:12 PM.

The amount of \$50.00 was received in full payment of the filing fee.



SECRETARY OF STATE



146599

ARTICLES OF AMENDMENT
 OF
 ARTICLES OF INCORPORATION
 OF READING'S FUN, LTD.
 (Changing its name hereby to
 Reading's Fun/Books Are Fun, Ltd.)

SECRETARY OF STATE
 IOWA

THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 490.1006 of the Iowa Business Corporation Act (the "Act"), Reading's Fun, Ltd., a corporation formed under the Act on November 19, 1990 (the "Corporation"), hereby presents the following Articles of Amendment:

1. The name of the Corporation is Reading's Fun, Ltd.
2. The Restated Articles of Incorporation of the Corporation are amended by deleting ARTICLE I thereto in its entirety and inserting in lieu thereof the following:

ARTICLE I

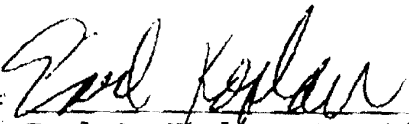
The name of the Corporation is Reading's Fun/Books Are Fun, Ltd.

3. These Articles of Amendment were approved by holders of not less than ninety percent (90%) of the Common, the only shares entitled to vote with respect to the matter, acting by written consent without a meeting or vote pursuant to Section 490.704 of the Act, on July 30, 1997. The shareholders taking such action were the holders of 37.86522 of the 37.97701 issued and outstanding shares of the Corporation's Common Stock and all 6.39805 of the issued and outstanding shares of the Corporation's Non-Voting Common Stock, acting as a single class.

2

4. The effective date and time of this document shall be the date of filing.

Reading's Fun, Ltd.

By: 
Earl P. Kaplan, President

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8-7-97
3:12 PM
W153544



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RECORDED: 08/20/1998

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