

1. Name of conveying party(ies):
 News America FSI, Inc.

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

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

2. Name and address of receiving party(ies)
 Name: News America Marketing FSI, Inc.
 Internal Address: _____
 Street Address: 1211 Avenue of the Americas
 City: New York State: NY ZIP: 10036

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: MRD 8-31-98

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 30, 1998

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

A. Trademark Application No.(s)
See Attached List

B. Trademark Registration No.(s)
See Attached List

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Lisa B. Martin
 Internal Address: _____

 Street Address: News America Incorporated
1211 Avenue of the Americas
 City: New York State: NY ZIP: 10036
09/11/1998 NGUYEN 00000216 2026177

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41).....\$ 415.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
Acc#14-0789
 (Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 OP
 02 FC:482 375.00 OP
 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.

Lisa B. Martin
 Name of Person Signing

Lisa B. Martin
 Signature

Aug 25, 1998
 Date

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

Registered Marks

<u>Mark</u>	<u>Registration No.:</u>
DIRECT CATALOGS AMERICA	2,026,177
DIRECT SAVINGS AMERICA	1,943,642
PRICE FEATURE PLUS	2,023,543
QUIKTIME PRINTING	2,107,964
STOCKUPDATE (STYLIZED)	2,081,649
SUPERSPREAD	2,137,502
TIE-IN AMERICA	1,939,778

Pending Marks

<u>Mark</u>	<u>Serial No.:</u>
BRANDSMART	75/376,093
NEW YEAR, NEW YOU	75/322,010
RETAIL BENCHMARK	75/409,736
RETAIL RANKING	75/409,747
RETAIL SATURATION	75/410,154
SMART SOURCE	75/228,463
SMART SOURCE	75/520,109
WHERE BRANDS REALLY SELL	75/381,133
WORKING TOGETHER TO BUILD BRANDS	75/394,987

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 "NEWS AMERICA FSI, INC.", CHANGING ITS NAME FROM "NEWS AMERICA FSI, INC." TO "NEWS AMERICA MARKETING FSI, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2193338 8100

981306419

AUTHENTICATION: 9237054

DATE: 08-05-98

TRADEMARK ¹⁸² 4/5
REEL: 1787 FRAME: 0986

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
NEWS AMERICA FSI, INC.

It is hereby certified that:

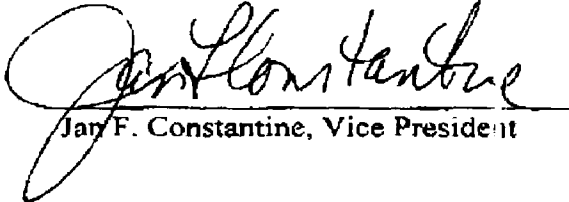
1. The name of the corporation (hereinafter called the "Corporation") is
NEWS AMERICA FSI, INC.

2. The certificate of incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of the said Article the following new Article:

"FIRST: The name of the corporation is News America Marketing FSI, Inc."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on the 30th day of June, 1998


Jan F. Constantine, Vice President

NO. 7902 P. 2/3

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RECORDED: 08/31/1998

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