

10-01-1998

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To the Honorable Commissioner of Pa



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attached original documents or copy thereof.

1. Name of conveying party(ies):

MNI Acquisition Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: April 1, 1997

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

Name: Media Networks, Inc.

Internal Address:

Street Address: One Station Place

City: Stamford State: CT ZIP: 06904

- 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)

B. Trademark registration No.(s)

936,273

Additional numbers attached?  Yes  No

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

Name: Robert T. Scherer

Internal Address:

Time Warner Inc.

Room 24-09

Street Address: 75 Rockefeller Plaza

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

20-112

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

DO NOT USE THIS SPACE

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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.

ROBERT T. SCHERER  
Name of Person Signing

Robert T. Scherer  
Signature

9/17/98  
Date

Total number of pages comprising cover sheet: 1

Office of the Secretary of State

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 "MNI ACQUISITION INC.", CHANGING ITS NAME FROM "MNI ACQUISITION INC." TO "MEDIA NETWORKS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 1997, AT 1 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8567536

DATE:

07-21-97

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
MNI ACQUISITION INC.**

MNI Acquisition Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That by action without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declared said amendment to be advisable and submitted said amendment to the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

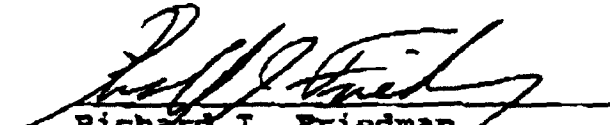
RESOLVED, that paragraph 1 of the Certificate of Incorporation of the Corporation be amended so as to read in its entirety as follows:

"1. The name of the corporation is: Media Networks, Inc."

SECOND: That, thereafter, pursuant to the resolution of its Board of Directors, the sole stockholder of the Corporation by written consent pursuant to Section 228 of the General Corporation Law of Delaware consented to the above amendment to the Corporation's Certificate of Incorporation.

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.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Richard I. Friedman, its Assistant Secretary, as of the 15 day of April, 1997.

  
Richard I. Friedman  
Assistant Secretary

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