

10-16-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

WRD 10-8-98

1998 OCT -8 PM 12: 37

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
3/13/97

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name American Teaching Aids, Inc.

3/13/97

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name Modern Curriculum Inc.

DBA/AKA/TA

Composed of

Address (line 1) 299 Jefferson Road

Address (line 2)

Address (line 3) Parsippany New Jersey 07054
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization California

10/13/1998 SBURMS 00000094 192257 1892092
01 FC:481 40.00 CH

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Signature

Date Signed

A489075

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAR 17 1997

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF

American Teaching Aids, Inc.
(a California corporation)

Bill Jones
BILL JONES, Secretary of State

To The Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California,
the undersigned officers of the corporation hereinafter named do hereby certify as follows:

- 1. The name of the corporation is: American Teaching Aids, Inc.
- 2. Article 1. of the corporation's Articles of Incorporation, which relates to the name the of the corporation, is hereby amended so as to read as follows:

"1. The name of the Corporation is: Modern Curriculum Inc."

- 3. The amendments herein provided for have been approved by the corporation's Board of Directors.
- 4. The amendment herein provided for was approved by the required written consent of the corporation's shareholders in accordance with the provisions of Section 902 of the General Corporation Law.

The corporation's total number of shares which were outstanding and entitled to vote or to furnish written consent with respect to the amendments herein provided for at the time of the approval thereof is 70, all of which are of one class.

The percentage vote of the number of the aforesaid outstanding shares which is required to vote or furnish written consent in favor of the amendments herein provided for is 100%.

The number of the aforesaid outstanding shares which voted or furnished a written consent in favor of the amendments herein provided for is 70, and said number equaled the percentage of the vote or written consent required to approve the said amendments.

Signed on March 13, 1997.

Michael D. Fricklas
Michael D. Fricklas, Senior Vice President

Hene W. Stack
Hene W. Stack, Assistant Secretary

On this 13th day of March, 1997, in the City of New York, in the State of New York,
each of the undersigned does hereby declare under the penalty of perjury that they each signed the foregoing Certificate of Amendment of Articles of Incorporation in the official capacity set forth beneath their respective signatures, and that the statements set forth in said certificate are true of their own knowledge.

Michael D. Fricklas
Michael D. Fricklas, Senior Vice President

Hene W. Stack
Hene W. Stack, Assistant Secretary

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State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAR 20 1997



Bill Jones

Secretary of State

CERTIFICATE OF EXPRESS MAILING

I, David Weems, do hereby certify that the foregoing document is being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on the date given below.

EM297673904US
Express Mail Label Number

10/6/98
Date of Deposit

David Weems
David Weems