

12-01-1998

11/16/98



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 125.00 CH

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20238
TRADEMARK

REEL: 1820 FRAME: 0616

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

Susan Crane

Signature

11/12/98

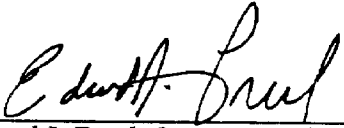
Date Signed

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 RESTATED CERTIFICATE OF "WESTERN PUBLISHING COMPANY, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 1996, AT 11:45 O'CLOCK A.M.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 8297068

DATE: 01-23-97

TRADEMARK
REEL: 1820 FRAME: 0618

RESTATED
CERTIFICATE OF INCORPORATION
OF

WESTERN PUBLISHING COMPANY, INC.

Pursuant to Sections 245 and 242 of the General Corporation Law
of the State of Delaware

The undersigned, the President of Western Publishing
Company, Inc. (the "Corporation"), certifies that:

1. The Corporation was originally incorporated under the
name of WPC, Inc. and the Corporation's original certificate of
incorporation was filed with the Delaware Secretary of State on
March 1, 1979.

2. The certificate of incorporation is hereby amended to
effect the following amendments:

- (a) To change the name of the Corporation.
- (b) To change the par value of the Common Stock of the
Corporation.
- (c) To change the address of the registered office of
the Corporation.

3. The certificate of incorporation, as amended
heretofore, is hereby amended and, as so amended, restated to
read in its entirety as set forth below:

ARTICLE 1

The name of the corporation is Golden Books Publishing
Company, Inc.

ARTICLE 2

The address of its registered office in the State of
Delaware is 1209 Orange Street, Wilmington, Delaware 19801,
County of New Castle. The name of its registered agent at such
address is The Corporation Trust Company.

ARTICLE 3

The purpose of the corporation is to engage in any lawful
act or activity for which corporations may be organized under the
General Corporation Law of Delaware.

ARTICLE 4

The total number of shares of stock which the corporation shall have authority to issue is one hundred (100) consisting of one class only, designated Common Stock, of the par value of \$.01 per share.

ARTICLE 5

The number of directors which shall constitute the whole Board of Directors shall be fixed by or in the same manner provided in the by-laws of the corporation.


ARTICLE 6

Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ARTICLE 7

The by-laws of the corporation may be adopted, amended or repealed by the Board of Directors or the stockholders, but no by-laws adopted by the stockholders shall be amended or repealed by the Board of Directors, unless the by-laws adopted by the stockholders have conferred such authority upon the Board of Directors. Any by-law adopted by the Board of Directors shall be subject to amendment or repeal by the stockholders as well as by the Board of Directors.

Dated as of May 8, 1996


Richard E. Snyder
President