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To the Honorable Commissioner of Patents and T

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ial documents or copy thereof.

1. Name of conveying party(ies):

Coward, McCann & Geoghegan

2. Name and address of receiving party(ies)

Name: Coward-McCann, Inc.

Internal Address: \_\_\_\_\_

Street Address: 375 Hudson Street

City: New York State: NY ZIP: 10014

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State - New York

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

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State - New York

Other \_\_\_\_\_

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other \_\_\_\_\_

Execution Date: November 6, 1982

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,212,436 - LYLE PUBLICATIONS & Design

Additional numbers attached?  Yes  No

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

Name: Ronald S. Kadden

Internal Address: \_\_\_\_\_

Von Maltitz, Derenberg, Kunin,

Janssen & Giordano

Street Address: 60 East 42nd Street

City: New York State: NY ZIP: 10165

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, if necessary

8. Deposit account number:

22-0560

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

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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.

Ronald S. Kadden

Name of Person Signing

*Ronald S. Kadden*

Signature

1/26/99

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

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## CERTIFICATE OF AMENDMENT

OF

## CERTIFICATE OF INCORPORATION

OF

COWARD, McCANN &amp; GEOGHEGAN, INC.

Under Section 805 of the Business Corporation Law

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WE, THE UNDERSIGNED, Peter Israel and Robert W. Copp, being respectively the President and Assistant Secretary of Coward, McCann & Geoghegan, Inc. hereby certify:

1. The name of the corporation is Coward, McCann & Geoghegan, Inc.

2. The certificate of incorporation of said corporation was filed by the Department of State on the 1st day of February, 1941 under the name Coward McCann, Inc.

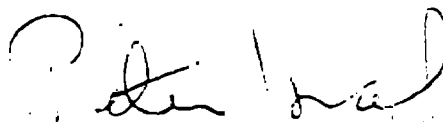
3(a) The certificate of incorporation is amended to change the name of the corporation from Coward, McCann & Geoghegan, Inc. to Coward-McCann, Inc.

(b) To effect the foregoing, Article FIRST relating to the name of the corporation is amended to read as follows:

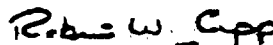
"FIRST: The name of the corporation is  
COWARD-McCANN, INC."

4. The amendment was authorized by the unanimous written consent of all of the shareholders.

IN WITNESS WHEREOF, we have signed this certificate on the 6th day of November, 1982 and we affirm the statements confirmed therein as true under the penalties of perjury.



Peter Israel, President

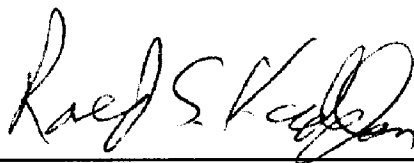


Robert W. Copp, Assistant Secretary

Express Mail" Mailing Label Number EM395679589US

Date of Deposit: January 26, 1999

I hereby certify that the foregoing paper is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231.



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Ronald S. Kadden

**State of New York** }  
**Department of State** } ss:

**69801**

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

**DEC 29 1982**



**Acting Secretary of State**

G101961-004