

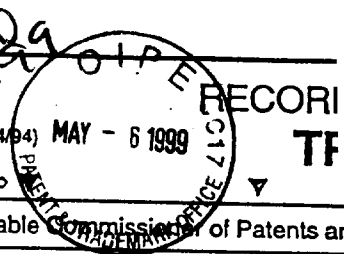
05-10-1999



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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Matrix Software, 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

Effective Date: August 13, 1998

2. Name and address of receiving party(ies)

Name: Matrix Software Holding, Inc.

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

Street Address: 4250 Coral Ridge Drive

City: Coral Springs State: F.L. ZIP: 33065

- 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 patent number(s):

A. Trademark Application No.(s)

See Attached Schedule

B. Trademark Registration No.(s)

See Attached Schedule

Additional numbers attached?  Yes  No

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

Name: Muslima Lewis, Esq.

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

Matrix Software Holding, Inc.

Street Address: 4250 Coral Ridge Drive

City: Coral Springs State: F.L. ZIP: 33065

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6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41).....s 540.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481  
02 FC:482

40.00 OP  
500.00 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.

Marci A. Blazer  
Name of Person Signing

Signature

5/3/99  
Date

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

Schedule A

<u>Trademark/Service Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
AMG ALL-BOOK GUIDE	75/532,926	August 7, 1998
AMG ALL-BOOK GUIDE	75/532,927	August 7, 1998
AMG ALL-GAME GUIDE	75/532,928	August 7, 1998
AMG ALL-MEDIA GUIDE	75/532,933	August 7, 1998
AMG ALL-MEDIA GUIDE	75/532,932	August 7, 1998
AMG ALL-MOVIE GUIDE	75/532,931	August 7, 1998
AMG ALL-MOVIE GUIDE	75/532,930	August 7, 1998
ALL-BOOK GUIDE, CRITICS' GRADE A CHOICE	75/412,954	January 2, 1998
EXPLORE MOVIES	75/426,650	January 30, 1998
EXPLORE MUSIC	75/412,953	January 2, 1998
FENG SHUI	75/416,646	January 12, 1998
MOVIE MAP	75/469,590	April 17, 1998
MOVIE MAP	75/469,591	April 17, 1998
MOVIEVIEWS	75/478,802	May 4, 1998
MUSIC MAP	75/469,593	April 17, 1998
MUSIC MAP	75/469,592	April 17, 1998
MUSICVIEWS	75/478,803	May 4, 1998
SIMPATICOS	75/412,970	January 2, 1998

<u>Trademark/Service Mark</u>	<u>Req. Number</u>	<u>Req. Date</u>
ALL-MUSIC GUIDE	2,206,668	January 1, 1998
ALL-MUSIC GUIDE	2,202,651	November 10, 1998
AMG ALL-MOVIE GUIDE	2,174,790	July 21, 1998

110583.00001/0594185.01



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 "MATRIX SOFTWARE, INC.", CHANGING ITS NAME FROM "MATRIX SOFTWARE, INC." TO "MATRIX SOFTWARE HOLDING, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

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991170625

AUTHENTICATION: 9716910

DATE: 04-30-99

TRADEMARK  
REEL: 1893 FRAME: 0698

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \*

Matrix Software, 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 the Board of Directors of Matrix Software, Inc., by unanimous written consent, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring the proposed amendment to be advisable and in the best interest of the Corporation. The resolutions setting forth the proposed amendment are as follows:


RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the first article thereof so that, as amended, the first article shall read as follows:

"FIRST: The name of this corporation shall be: Matrix Software Holding, Inc."

SECOND: That the 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, the Corporation has caused this certificate to be signed by Michael Erlewine, its President, this day of August, 1998.

By:

  
\_\_\_\_\_  
Michael Erlewine  
President