

Commissioner of Patents and Trademarks
Box Assignments FEE
Washington, D. C. 20231

08-11-1999

RECORD



101114159

Name and Address of Party Amending Corporate Name of Registrant:

GCR Publishing Group, Inc.
1700 Broadway
New York, New York 10019

8-9-99

Name and Address of Party to be made Registrant of Record:

Goodman Media Group, Inc.
1700 Broadway
New York, New York 10019

Nature of Document:

Amendment of Certificate of Incorporation Changing Corporate Name

Registration and Application numbers against which the
attached document is to be recorded _____:

1 Trademark registration for mark TODAY'S HOME.
Registration Number 1,979,447

08/10/1999 DC0ATES 00000220 1979447

01 FC:481

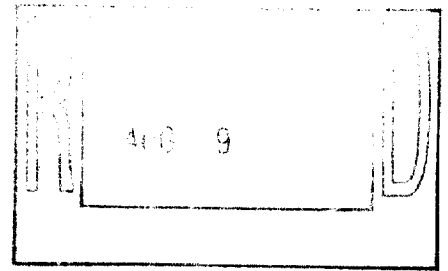
Recordal Fee for 1 Registration

\$40.00 Enclosed

Date of execution of the attached document:

Executed January 8, 1998

Filed January 16, 1998 in New York State Dept. of Corporations



Name and address of party to whom correspondence concerning this request should be mailed _____:

William J. Thomashower, Esq.
Kaplan, Thomashower & Landau LLP
26 Broadway, 20th Floor
New York, New York 10004

Declaration:

To the best of my knowledge and belief, the information contained on this cover sheet is true and correct and the attached is a true copy of the original document.

Respectfully submitted,

By: William J. Thomashower
William J. Thomashower

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
GCR PUBLISHING GROUP, INC.

(Under Section 805 of the Business Corporation Law)

Pursuant to the provisions of Section 805 of the Business Corporation Law of the State of New York, the undersigned, being the President and Secretary of GCR Publishing Group, Inc. (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is GCR Publishing Group, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Secretary of State of the State of New York on December 11, 1981.
3. The Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation from GCR Publishing Group, Inc. to Goodson Media Group, Inc.
4. In accordance with such amendment, ARTICLE (1) of the Corporation's Certificate of Incorporation is hereby amended to read as follows:
"(1): The name of the Corporation shall be Goodson Media Group, Inc."
5. The Certificate of Incorporation of the Corporation is further hereby amended to change the post office address to which the Secretary of State shall mail a copy of any process against the

Corporation served upon him to Lynch Rowin Kovack Sunbama & Crystal, P.C., 300 East 42nd Street, New York, New York 10017.

6. In accordance with such amendment, ARTICLE (5) of the Corporation's Certificate of Incorporation is hereby amended to read as follows:

"(5) The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

c/o Lynch Rowin Kovack Sunbama & Crystal, P.C.
 300 East 42nd Street
 New York, New York 10017

7. This Certificate of Amendment was authorized by the unanimous written consent of the holders of all outstanding shares entitled to vote, such consent being subsequent to the unanimous written consent of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Certificate of Amendment has been subscribed as of the 6th day of January, 1998, by the undersigned, each of whom affirms that the statements made herein are true under the penalty of perjury.

/s/ Jason Goodman
 Jason Goodman, President

/s/ Elena Price
 Elena Price, Secretary

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

GCR PUBLISHING GROUP, INC.

(Under Section 805 of the Business Corporation Law)

RECEIVED
JAN 16 12 09 PM '98

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BILLED

FILED BY:
LYNCH ROWIN NOVACK BURNBAUM & CRYSTAL, P.C. 1-LL
300 EAST 42ND STREET
NEW YORK, NY 10017

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JAN 16 1998
TAX \$ _____
BY: SB
NY

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N. Y. B. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME : GOODMAN MEDIA GROUP, INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS)
PROCESS NAME

COUNTY: NEW

SERVICE COMPANY : UNITED CORPORATE SERVICES

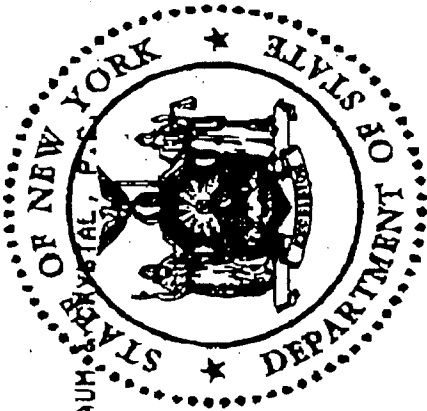
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FILED: 01/16/1998 DURATION: ***** CASH #: 980116000414 FILM #: 980116000388

ADDRESS FOR PROCESS

C/O LYNCH ROWIN NOVACK BURBAUM & CRYSTAL, P.C.
300 EAST 42ND ST.
NEW YORK, NY 10017

REGISTERED AGENT



FILER

LYNCH ROWIN NOVACK BURBAUM & CRYSTAL
300 EAST 42ND ST.

NEW YORK, NY 10017

FEEB

FILING :
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75.00 PAYMENTS 95.00

40.00 CASH :
0.00 CHECK :
0.00 BILLED :
10.00 :
25.00

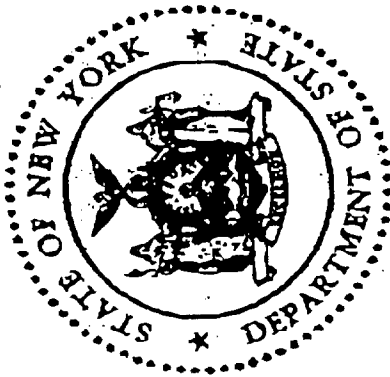
REFUND: 0.00

DOB-1025 (11/89)

State of New York }
Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JAN 22 1998



A handwritten signature in cursive script, appearing to read "J. Clark".

Special Deputy Secretary of State

DOCS-1266 (1/79)