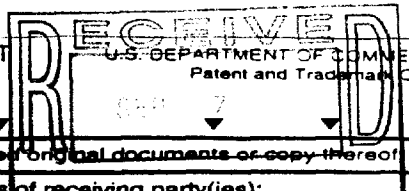


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101139525



the attached original documents or copy thereof

1. Name of conveying party(ies):
 American Management Association

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

2. Name and address of receiving party(ies):

Name: American Management Association International
 Internal Address: _____
 Street Address: 1601 Broadway
 City: New York State: NY ZIP: 10019

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 19, 1997

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,127,115
1,450,714
1,567,124

Additional numbers attached? Yes No

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

Name: Bert A. Collison, Esq.
 Internal Address: Nims, Howes, Collison, Hansen & Lackert
 Street Address: 605 Third Avenue
Suite 3500
 City: New York State: NY ZIP: 10158

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):..... \$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

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.

Bert A. Collison Bert A. Collison Sept. 1, 1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

Do not detach this portion

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

09/08/1999 DNGUYEN 00000264 1127115
 01 FC:481 40.00 OP
 02 FC:482 50.00 OP

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

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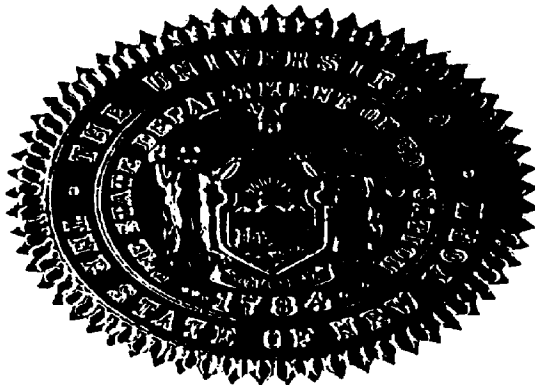


**AMERICAN MANAGEMENT ASSOCIATION INTERNATIONAL
AMENDMENT OF CERTIFICATE OF INCORPORATION**

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of September 19, 1997,

An application having been made by and on behalf of the trustees of the American Management Association, for an amendment of its certificate of incorporation, it was

Voted, that the certificate of incorporation of the American Management Association, located in the city, county, and state of New York, which was granted by action of the Board of Regents under the corporate name "American Management Associations" on September 28, 1972; which corporation was consolidated by Regents action on April 27, 1973 with the American Foundation for Management Research, Inc., the International Management Association, Inc., The Presidents Association, Inc. and the Society for Advancement of Management, Inc., all domestic not-for-profit corporations formed by filings with the Secretary of State on, respectively, June 14, 1960, January 24, 1956, April 11, 1961 and February 5, 1936; which certificate of incorporation of such consolidated corporation was amended by Regents action on November 16, 1984 to change the corporate name to "American Management Association" and September 15, 1995 be, and the same hereby is, amended to change the corporate name to "American Management Association International" and to add authority for the corporation to conduct its activities in any jurisdiction within or without the United States.



Granted, September 19, 1997, by the Board of Regents of The University of the State of New York, for an on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 22,377.


Chancellor


President of the University and
Commissioner of Education