

12-16-1999



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November 29, 1999

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12-2-99*

NOV 29 12:08

OPR/FINANCE

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

**RECORDATION FORM COVER SHEET
TRADEMARKS**

Name and Address of Party Amending Corporate Name of Registrant:

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

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

Goodman Media Group, Inc.
419 Park Avenue South
New York, New York 10016

Nature of Document:

Certificate of Amendment of Certificate of Incorporation changing corporate name

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

16 Trademark registrations as shown on the attached schedule.

Date of execution of the attached document:

Executed January 8, 1998
Filed January 16, 1998 in New York State Dept. of Corporations

12/16/1999 DNGUYEN 00000076 1360462

01 FC:481
02 FC:482

40.00 DP
375.00 DP

Recordal Fee for 16 Registrations

\$415.00 enclosed

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

F:RECORDEM

SCHEDULE OF REGISTRATIONS ANNEXED TO THE
RECORDATION COVER SHEET RE: GCR PUBLISHING
GROUP, INC. TO GOODMAN MEDIA GROUP, INC.

	<u>Registration No.</u>	<u>Mark</u>
1.	1,360,462	NEW BODY
2.	1,374,716	NEW BODY
3.	1,506,709	SWIMWEAR U.S.A
4.	1,544,032	STEP-BY-STEP HAIRSTYLING
5.	1,574,062	HAIRDO & MAKEOVERS
6.	1,574,063	COUNTRY DECORATOR
7.	1,658,957	AMERICAN WOMAN
8.	1,823,971	COUNTRY VICTORIAN DECORATING & LIFESTYLE
9.	1,869,051	BIKINI ILLUSTRATED
10.	1,877,611	COUNTRY ACCENTS
11.	1,906,897	LOG HOMES ILLUSTRATED
12.	1,912,850	LOG HOMES ILLUSTRATED & DESIGN
13.	1,940,180	FIT
14.	1,961,157	VICTORIAN DECORATING & LIFESTYLE
15.	2,077,244	AMERICAN COUNTRY COLLECTIBLES
16.	2,113,162	COLLECTIBLES FLEA MARKET FINDS & DESIGN

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

ALBANY, NY 12231-0801

FILING RECEIPT

ENTITY NAME : KODMAN MEDIA GROUP, INC.

DOCUMENT TYPE : AMENDMENT (DOMESTIC BUSINESS)
PROCESS NAME

COUNTY: NEWY

SERVICE COMPANY : UNITED CORPORATE SERVICES

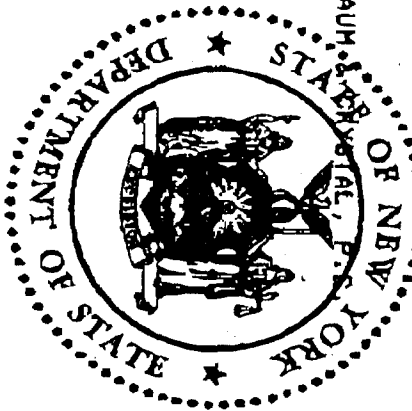
SERVICE CODE: 37

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

ADDRESS FOR PROCESS

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

REGISTERED AGENT



FILER	FEES	PAYMENTS	REFUND
LYNCH ROWIN NOVACK BURNEBAUM & CRYSTAL	95.00	95.00	
300 EAST 42ND ST.	FILING : 40.00	CASH : 0.00	
NEW YORK, NY 10017	TAX : 0.00	CHECK : 0.00	
	CERT : 0.00	BILLED : 95.00	
	COPIES : 10.00		
	HANDLING : 25.00		
			0.00

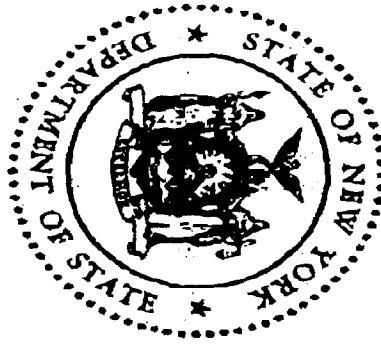
DOB-1025 (11/89)

DOE-144 (1/95)

State of New York }
Department of State }

I hereby certify that the attached 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. Blunk", is written over a horizontal line.

Special Deputy Secretary of State

02/11/98 WED 16:16 ITX/RX NO 52161 007

02/11/98 WED 16:16 ITX/RX NO 52161 008

TRADEMARK
REEL: 001999 FRAME: 0466

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Statute

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 Goodman 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 Goodman 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

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Corporation served upon him to Lynch Rowin Kovack Burnbaum & 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 Burnbaum & 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/ Ilona Price
Ilona 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 06 PM '98

UNI-37
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: JB
NY

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