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FORM PTO-1595
(Rev. 6-93)

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04-10-2000

R SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB N. 0651-0011 (exp. 4/94)

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

1. Name of conveying party(ies):

TUDOR PUBLISHING COMPANY

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

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

Name: EdVISION.COM Corporation
Street Address: 1320 Columbia Street
City: San Diego State: California Zip: 92101

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other - _____

Execution Date: 19 January 200

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,822,120

1,981,813

2,319,214

2,324,474

Additional numbers attached? Yes No

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

Name: Lawrence A. Maxham
Street Address: BAKER & MAXHAM
Symphony Towers, 750 "B" Street, Suite 3100

City: San Diego, State: CA Zip: 92101-8196

6. Total number of applications and registrations
involved: 4

7. Total fee (37 C.F.R. 3.41),.....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number(for credit or extra
charge):

02-0460

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

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02 FEB 482

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10.00 UP

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.

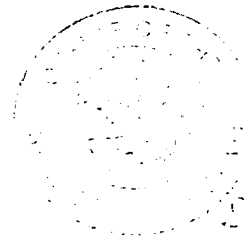
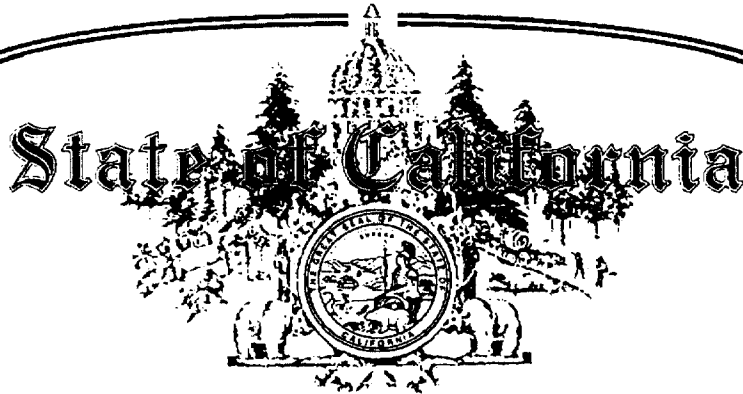
Lawrence A. Maxham
Name of Person Signing

March 7, 2000
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
COMMISSIONER OF PATENTS AND TRADEMARKS, BOX ASSIGNMENTS
WASHINGTON, D.C. 20231

TRADEMARK
REEL: 002048 FRAME: 0959



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



JAN 28 2000

Bill Jones

Secretary of State

A0538009

ENDORSED - FILED

In the Office of the Secretary of State
of the State of California

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TUDOR PUBLISHING COMPANY**

JAN 19 2000

BILL JONES, Secretary of State

William Tudor hereby certifies that:

I. He is the President and Secretary of Tudor Publishing Company, a California corporation.

II. Article I of the Amended and Restated Articles of Incorporation of said corporation is amended to read in its entirety as follows:

ARTICLE I

The name of this Corporation is EdVISION.com Corporation.

The foregoing amendment to the Amended and Restated Articles of Incorporation of said corporation has been duly approved by the board of directors of said corporation. The foregoing amendment was approved by the holders of the requisite number of shares of said corporation in accordance with Sections 902 and 903 of the California General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendments was 1,521,702 shares of Common Stock, 751,667 shares of Series A Preferred Stock, 355,833 shares of Series B Preferred Stock and 1,917,054 shares of Series C Preferred Stock. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock, a majority of the outstanding shares of each series of the Preferred Stock, each series voting alone as a single class.

The undersigned, William Tudor, the Chief Executive Officer and Secretary of Tudor Publishing Company, declares under penalty of perjury that the matters set out in the foregoing certificate are true of their his knowledge.

Executed at San Diego, California on December 23, 1999.



William Tudor, Chief Executive Officer and Secretary



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RECORDED: 03/10/2000

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JAN-28-00 10:25 AM EDVISION.COM CORPORATION 6196150516 P. 03