

05-02-2000

RECEIVED



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

APR 10 AM 10:30

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

MAD
410.00

OPR/FINANCE

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/03/2000 JSHABAZZ 00000005 75682394

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
525.00 OP

Public burden reporting for this collection of information is estimated to average approximately 36 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20543. See OMB Information Collection Budget Package 0151-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002064 FRAME: 0209

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75682394"/>	<input type="text" value="75683078"/>	<input type="text"/>
<input type="text" value="75716671"/>	<input type="text" value="75683274"/>	<input type="text"/>
<input type="text" value="75683994"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1559584"/>	<input type="text" value="1617464"/>	<input type="text" value="1824391"/>
<input type="text" value="1527898"/>	<input type="text" value="2058057"/>	<input type="text" value="2257765"/>
<input type="text" value="1515230"/>	<input type="text" value="2222571"/>	<input type="text" value="1592952"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Gregg Kirchoefer

Name of Person Signing

Signature

3/27/00

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

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City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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2257754	2211391	<input type="text"/>
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2257755	<input type="text"/>	<input type="text"/>
2160518	<input type="text"/>	<input type="text"/>
2042997	<input type="text"/>	<input type="text"/>
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953663	<input type="text"/>	<input type="text"/>

State of California



SECRETARY OF STATE NAME CHANGE CERTIFICATE OF QUALIFICATION

C1258922

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

That on the **18th day of August, 1999**, there was filed in this office an Amended Statement and Designation by Foreign Corporation whereby the corporate name of **IDEAL/INSTRUCTIONAL FAIR PUBLISHING GROUP, INC.**, a corporation organized and existing under the laws of **Delaware**, was changed to **INSTRUCTIONAL FAIR GROUP, INC.** This corporation complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in the State of California and as of said date has been and is qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 20, 1999.



Bill Jones
BILL JONES
Secretary of State

State of California

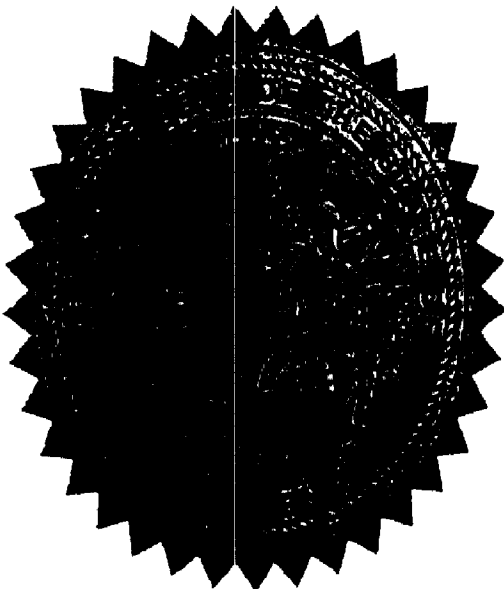


UK

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

AUG 23 1999

Bill Jones

Secretary of State



**AMENDED STATEMENT BY
FOREIGN CORPORATION**

ENDORSED & FILED
In the office of the Secretary of State
of the State of California

AUG 18 1999

BILL JONES, Secretary of State

Instructional Fair Group, Inc.

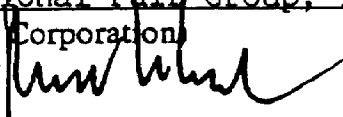
(Name of Corporation)

_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State of Place of Incorporation)

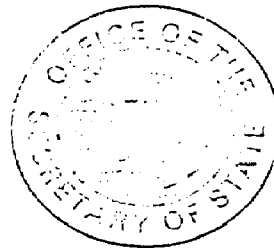
qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and that the name
relinquished at the time of such change was Ideal/Instructional Fair Publishing
Group, Inc.

Instructional Fair Group, Inc.
(Name of Corporation)


(Signature of Corporate Officer)

Mark W. Hianik, Assistant Secretary
(Typed Name and Title of Officer Signing)



562

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU			765
Date Received AUG 18 1999		(FOR BUREAU USE ONLY)	
	ADJUSTED TO AGREE WITH BUREAU RECORDS	FILED	
		AUG 18 1999	
517-663-2525 Ref # <u>195931</u> Attn: Cheryl J. Bixby MICHIGAN RUNNER SERVICE P.O. Box 266 Eaton Rapids, MI 48827		Administrator CORP. SECURITIES & LAND DEV. BUREAU	
		EFFECTIVE DATE:	

Document will be returned to the name and address you enter above.

AMENDED APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANACT BUSINESS IN MICHIGAN

For use by Foreign Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Amended Application:

1. The name of the corporation is: Ideal/Instructional Fair Publishing Group, Inc.

2. If the name in item 1 was not available for use in Michigan, the qualifying assumed name adopted when obtaining the Certificate of Authority is:

3. The identification number assigned by the Bureau is:

6	6	5	-	7	6	3
---	---	---	---	---	---	---

4. It is incorporated under the laws of Delaware

5. The corporation was authorized to transact business in Michigan on the 24 day of MARCH, 1998

6. The period of its duration (corporate term) is perpetual

7. If the name of the corporation has changed, its new name is:
Instructional Fair Group, Inc. ✓

The effective date of this name change was the 29th day of July, 19 99 and the name change was made in compliance with the laws of the jurisdiction of its incorporation.

8. Complete this item only if the new name in item 7 is not available for use in Michigan. The qualifying assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business in Michigan is:

9. If the qualifying assumed name in item 2 has changed, the new name is:

MC24 - CT System Office

76

17.50

10. The address of its registered office in Michigan is:

c/o The Corporation Company

30600 TELEGRAPH ROAD

BINGHAM FARMS

Michigan 48025

(Street Address)

(City)

(ZIP Code)

The mailing address of the registered office in Michigan, if different than above, is:

(Street Address or P.O. Box)

(City)

Michigan

(ZIP Code)

The name of the resident agent at the registered office is: THE CORPORATION COMPANY

The resident agent is an agent of the corporation upon whom process against the corporation may be served.

11. The address of the main business or headquarters office of the corporation is:

435 North Michigan Avenue

Chicago

IL

60611

(Street Address)

(City)

(State)

(ZIP Code)

The mailing address if different than above is:

(Street Address)

(City)

(State)

(ZIP Code)

12. If the business the foreign corporation proposes to do in this State is to be enlarged, limited, or otherwise changed, the specific business which the corporation is to transact in Michigan is as follows:

The corporation is authorized to transact such business or conduct affairs in the jurisdiction of its incorporation.

13. The total authorized shares of the corporation are:

The effective date of the stock change was the _____ day of _____, 19____.

For year ending _____ the apportionment percentage from the most recently filed Single Business Tax return is: _____

Signed this 13TH day of August, 19 99.

By

Mark W. Hianik

(Signature)

Mark W. Hianik,

Assistant Secretary

(Type or Print Name)

(Type or Print Title)

99867303

7644/0282 27 001 Page 1 of 3
1999-09-13 14:36:33
Cook County Recorder 25.00

File Number 5361-670-4



State of Illinois Office of The Secretary of State

Whereas,

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
INSTRUCTIONAL FAIR GROUP, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 26TH day of AUGUST A.D. 1999 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

BOX 170

C-212.3

TRADEMARK
REEL: 002064 FRAME: 0217

5361-6704

State of Delaware

Office of the Secretary of State

COPY

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 "IDEAL/INSTRUCTIONAL FAIR PUBLISHING GROUP, INC.", CHANGING ITS NAME FROM "IDEAL/INSTRUCTIONAL FAIR PUBLISHING GROUP, INC." TO "INSTRUCTIONAL FAIR GROUP, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST, A.D. 1999, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED

AUG 26 1999

JESSE WHITE
SECRETARY OF STATE

13.30/113
25.00
JHW

2021102 8100

991340494



BOX 170

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 9923905

DATE: 08-16-99

99867303

Page 2 of 3

TRADEMARK
REEL: 002064 FRAME: 0218

APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

99867303

File # F5361-670-4

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1837
http://www.sos.state.il.us

FILED

AUG 26 1999

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 8-26-99

Filing Fee \$ 25.00

Approved: [Signature]

Remit payment in check or money
order, payable to "Secretary of State."

- 1. (a) CORPORATE NAME: Ideal/Instructional Fair Publishing Group, Inc.
- (b) If changed, NEW CORPORATE NAME: Instructional Fair Group, Inc.
- (c) (Complete only if the new corporate name is not available in this state.)
ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

- 2. (a) State or Country of Incorporation: Delaware
- (b) If changed, Period of Duration: Perpetual

- 3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

EXPEDITED

AUG 26 1999

SECRETARY OF STATE

- 4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

- 5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated August 13, 1999, by Ideal/Instructional Fair Publishing Group, Inc.
(Month/Day) (Year) (Exact Name of Corporation)

attested by [Signature] by [Signature]
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Mark W. Mianik, Assistant Secretary Baxter T. Brings, President
(Type or Print Name and Title) (Type or Print Name and Title)

RHX 170

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "IDEAL/INSTRUCTIONAL FAIR PUBLISHING GROUP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "INSTRUCTIONAL FAIR GROUP, INC.", THE SIXTEENTH DAY OF AUGUST, A.D. 1999, AT 2:30 O'CLOCK P.M.

STATE OF MINNESOTA
FILED-DUPLICATE COPY

AUG 18 1999

Thay Thiffney
Secretary of State



Edward J. Freel
Edward J. Freel, Secretary of State

2021102 8320

991341091

AUTHENTICATION: 9923946

DATE: 08-16-99

TRADEMARK
REEL: 002064 FRAME: 0220



The State of Texas

SECRETARY OF STATE AMENDED CERTIFICATE OF AUTHORITY OF

INSTRUCTIONAL FAIR GROUP, INC.
FORMERLY: IDEAL/INSTRUCTIONAL FAIR PUBLISHING GROUP, INC.

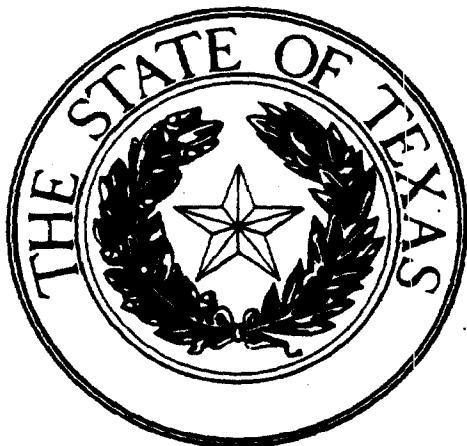
The undersigned, as Secretary of State of Texas, hereby certifies that an application of the above named entity for an Amended Certificate of Authority to transact business in this state, has been received in this office and is found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Amended Certificate of Authority to transact business in this state under the name of

INSRUCTIONAL FAIR GROUP, INC.

and attaches hereto a copy of the Application for such Amended Certificate.

Dated: August 18, 1999
Effective: August 18, 1999



DLU

Elton Bomer
Secretary of State



Office of the Secretary of State

Corporations Section

P.O. Box 13697

Austin, Texas 78711-3697

FILED

In the Office of the Secretary of State of Texas

AUG 18 1999

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY (Corporation or Limited Liability Company)

1. The name of the entity as it currently appears on the records of the Secretary of State of Texas is Ideal/Instructional Fair Publishing Group, Inc.

2. (If the entity's name was previously unavailable and the entity elected to use an assumed name in Texas, complete the following.) The assumed name of the entity as it currently appears on the records of the secretary of state is

3. A certificate of authority was issued to the entity on August 27, 1997

4. The name has been changed to Instructional Fair Group, Inc. (Note: If the name has not been changed, insert "no change.")

5. If applicable, the name which it elects to use hereafter in the state of Texas is

6. It desires to pursue in Texas purposes other than, or in addition to, those authorized by its certificate of authority, as follows: No change.

It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is organized.

7. It desires to change the statement(s) contained in item(s) number of the original or amended certificate of authority to read as follows:

Ideal/Instructional Fair Publishing Group, Inc.

Name of Entity

By:

Mark W. Hianik

Its:

Assistant Secretary.

Authorized Officer of Corporation Authorized Manager or Member of LLC