

WR05-15-00

06-06-2000



101374335

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

Please record the attached original
documents or copy thereof:

1. Name of conveying party(ies)

TLG Media, Inc.

- Individual(s)
- General Partnership
- Corporation--Delaware
- Other
- Association
- Limited Partnership

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

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

Questia Media, Inc.
Three Greenway Plaza, Suite 1700
Houston, Texas 77379 U.S.A

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other
- Association
- Limited Partnership

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) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 11, 2000

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

- A. Trademark Application No.(s): 75/904,476 and 75/904,477
- B. Trademark registration No.(s):

Additional numbers attached? Yes No

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

John C. Cain, Esq.
HOWREY SIMON ARNOLD & WHITE, LLP
750 Bering Drive
Houston, Texas 77057

6. Total number of applications and registrations involved:

2

7. Total fee (37 C.F.R. § 3.41): \$65.00

- Enclosed
- Authorized to be charged to deposit account
- Charge deposit account in the event the check is
inadvertently omitted, or the amount is insufficient

8. Deposit account number: 01-2508

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

John C. Cain, Esq.
Name of Person Signing

Signature

5/12/00
Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QUESTIA MEDIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3027347 8300

0258384

001075821

AUTHENTICATION:

02-15-00

DATE:

TRADEMARK

REEL: 002083 FRAME: 0848

Office of the Secretary of State

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 "TLG MEDIA, INC.", CHANGING ITS NAME FROM "TLG MEDIA, INC." TO "QUESTIA MEDIA, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 2000, AT 2 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3027347 8100

0256288

001073249

AUTHENTICATION:

02-14-00

DATE:

TRADEMARK
REEL: 002083 FRAME: 0849

**AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
TLG MEDIA, INC.
a Delaware corporation**

ARTICLE ONE

The name of the corporation is TLG Media, Inc (the "Company"). The original Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware on April 8, 1999, and an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 3, 1999 and a Second Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 17, 1999. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, the Company adopts this Amendment to the Certificate of Incorporation of the Company.

ARTICLE TWO

Article I of the Certificate of Incorporation of the Company is hereby amended so as to read in its entirety as follows

"**FIRST:** The name of the corporation is Questia Media, Inc. (the "Company")."

ARTICLE THREE

This amendment has been effected in conformity with the provisions of the Delaware General Corporation Act, and the amendment was duly adopted by the stockholders of the Company on February 11, 2000.

ARTICLE FOUR

On that date there were 29,081,250 shares of Common Stock of the Company outstanding (the "Outstanding Common Stock"), all of which were entitled to vote on the amendment. A total of 29,081,250 shares of Outstanding Common Stock were voted in favor of the amendment. On that date there were no shares of Preferred Stock outstanding.

ARTICLE FIVE

The Certificate of Incorporation of the Company is hereby amended by the amendment stated in Article Two.

Dated this 11 day of February, 2000.

TLG MEDIA, INC.

By:



Troy L. Williams, President &
Chief Executive Officer