

MED 5.23.00

06-14-2000



101380962

TO THE HONORABLE COMMISSION

THE NAME CHANGE DESCRIBED BELOW.

1. NAME AND ADDRESS OF CONVEYING PARTY

THE FAMILY EDUCATION COMPANY
20 Park Plaza, Suite 1215
Boston, MA 02116

(Delaware Corporation)

Additional names of conveying parties attached? No.

2. NAME AND ADDRESS OF RECEIVING PARTY

THE FAMILY EDUCATION NETWORK, INC.
20 Park Plaza, Suite 1215
Boston, MA 02116

(Delaware Corporation)

Additional names of receiving parties attached? No.

3. NATURE OF CONVEYANCE:

- Assignment Merger
- Security Agreement Change of Name

If assignee is not domiciled in the United States,
a designation of domestic representative is attached.

Execution Date: February 17, 2000

4. APPLICATION OR REGISTRATION NUMBER(S)

A. Trademark Application Nos.

| | |
|------------|------------|
| 75/315,406 | 75/829,404 |
| 75/578,737 | 75/834,489 |
| 75/629,435 | 75/839,951 |
| 75/629,436 | 75/839,952 |
| 75/811,953 | |

Additional numbers attached? No.

B. Trademark Registration Nos.

| | |
|-----------|-----------|
| 1,943,444 | 2,273,723 |
| 1,968,986 | 2,273,724 |
| 2,099,675 | 2,286,787 |
| 2,243,975 | 2,301,008 |
| 2,273,368 | 2,327,396 |
| 2,273,722 | |

Additional numbers attached? No.

5. NAME AND ADDRESS OF PARTY TO WHOM CORRESPONDENCE CONCERNING DOCUMENT SHOULD BE MAILED:

TIMOTHY H. HIEBERT
SAMUELS, GAUTHIER & STEVENS LLP
225 FRANKLIN STREET, SUITE 3300
BOSTON, MA 02110

6. TOTAL NUMBER OF APPLICATIONS AND REGISTRATIONS INVOLVED: 20

7. TOTAL FEE DUE: \$ 515.00
(Check enclosed)

If any additional fee(s) are due, the Commissioner is hereby authorized to charge the Deposit Account identified in item 8.

8. DEPOSIT ACCOUNT NUMBER: 19-0079

06/14/2000 JSHABAZZ 00000054 75315406

DO NOT USE THIS SPACE

| | |
|-----------|-----------|
| 01 FC:481 | 40.00 OP |
| 02 FC:482 | 475.00 OP |

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.

Timothy H. Hiebert
Name of Person Signing

Signature

May 18, 2000
Signature Date

10. Total pages: 5

State of Delaware
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 "THE FAMILY EDUCATION COMPANY", CHANGING ITS NAME FROM "THE FAMILY EDUCATION COMPANY" TO "THE FAMILY EDUCATION NETWORK, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2000, AT 4 O'CLOCK P.M.

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



2231580 8100

001081845

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

0265724

AUTHENTICATION:

02-18-00

DATE:

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THE FAMILY EDUCATION COMPANY**

The Family Education Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, at a special meeting duly called and held on January 19, 2000, duly and validly adopted resolutions setting forth proposed amendments to the Amended and Restated Certificate of Incorporation of the Corporation. The resolutions setting forth the proposed amendments are as follows:

RESOLVED: That the Board of Directors finds it advisable and in the best interests of the Corporation to amend the Corporation's Amended and Restated Certificate of Incorporation so as to:

(i) amend clause (i) of Article Fourth to increase the number of authorized shares of Common Stock, \$.0001 par value per share (the "Common Stock"), of the Corporation from Forty-Five Million Three Hundred Twenty Thousand (45,320,000) shares of Common Stock to Fifty-Six Million (56,000,000) shares of Common Stock; and

(ii) amend Article First to change the Corporation's corporate name from "The Family Education Company" to "The Family Education Network, Inc." by deleting Article First in its entirety and replacing it with the following:

"**FIRST:** The name of the Corporation is The Family Education Network, Inc."

RESOLVED: That the Certificate of Amendment be recommended to the stockholders of the Corporation for their consideration and approval and that, subject to stockholder approval of the Certificate of Amendment, the Chief Executive Officer, President and any Vice President, and each of them acting alone, are hereby authorized and directed to execute the Certificate of Amendment, the Secretary and any Assistant Secretary, and each of them acting alone, are hereby authorized to attest such execution, and the Corporation is hereby authorized to file the Certificate of Amendment with the Secretary of State of the State of Delaware.

SECOND: That the stockholders of the Corporation duly adopted such resolutions by written consent in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware and therefore:

(i) the first paragraph of Article Fourth is hereby deleted in its entirety and replaced in its entirety with the following:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) Fifty-Six Million (56,000,000) shares of Common Stock, \$.0001 par value per share ("Common Stock"), and (ii) Thirty-Three Million Eight Hundred Seventy-One Thousand Nine Hundred Twenty-Seven (33,871,927) shares of Preferred Stock, \$.01 par value per share ("Preferred Stock"), of which Eight Million Four Hundred Fifty-Five Thousand Three Hundred Thirty-Five (8,455,335) shares have been designated Series E Convertible Preferred Stock, Two Million One Hundred Ninety-Five Thousand Three Hundred Fifty-Three (2,195,353) shares have been designated Series E-2 Convertible Preferred Stock, Nine Million Four Hundred Thirty-Seven Thousand Four Hundred Fifty-Six (9,437,456) shares have been designated Series F Convertible Preferred Stock, Nine Million One Hundred Eighty-Nine Thousand One Hundred Eighty-Nine (9,189,189) shares have been designated Series G Convertible Preferred Stock and Four Million Five Hundred Ninety-Four Thousand Five Hundred Ninety-Four (4,594,594) shares have been designated Series H Convertible Preferred Stock."


and (ii) Article First is hereby deleted in its entirety and replaced in its entirety with the following:

"FIRST: The name of the Corporation is The Family Education Network, Inc."

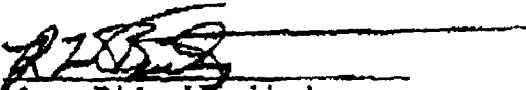
[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed by James Tenner, its President, and attested to by Richard Buckingham, its Secretary, on this 17th day of February, 2000.

The Family Education Company

By: 
Name: James Tenner
Title: President

ATTEST:

By: 
Name: Richard Buckingham
Title: Secretary

SCOTT 9776/s.921668-2

RECORDED: 05/23/2000

TRADEMARK
REEL: 002086 FRAME: 0514