

07-07-2000

RE



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6-13-00

101397634

TO: The Commissioner of Patents and Trademarks, 1 Case File, 1000 ... 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
 Merger
 Change of Name
Effective Date
Month Day Year
2/1/2000
 Other _____

Conveying Party

____ Mark if additional names of conveying parties attached

Name dmg world media inc.
Formerly _____

Execution Date
Month Day Year
2/1/2000

Individual General Partnership Limited Partnership Corporation
 Association Other
 Citizenship/State of Incorporation/Organization Delaware

75500652

Receiving Party

____ Mark if additional names of receiving parties attached

Name dmg world media (USA) inc.
DBA/AKA/TA _____
Composed of _____
Address (line 1) One Concorde Gate
Address (line 2) Suite 800
Address (line 3) North York, Ontario, Canada M3C 3N6

Individual General Partnership Limited Partnership Corporation
Association
 Other _____
 Citizenship/State of Incorporation/Organization Delaware

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

FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

TRADEMARK
REEL: 002097 FRAME: 0407

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Maura B. Leeds, Esq.

Address (line 1) Morgan Lewis & Bockius LLP, Attn: TMSU

Address (line 2) 1800 M Street N.W.

Address (line 3) Washington, D.C. 20036-5869

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (212) 309-7015

Name Maura B. Leeds, Esq.

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036-5869

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

3

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

Trademark Application Number(s)

75500652
75885780

Registration Number(s)

1158469 1283888 1726105
2026838 2323184 2318061
2290832

Number of Properties Enter the total number of properties involved.

9

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 240.00

Method of Payment: Enclosed

Deposit Account _____

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

Deposit Account Number: 13-4520

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.

Maura B. Leeds

Name of Person Signing

Maura B. Leeds

Signature

June 12, 2000

Date Signed

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 "DMG WORLD MEDIA INC.", CHANGING ITS NAME FROM "DMG WORLD MEDIA INC." TO "DMG WORLD MEDIA (USA) INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2000, AT 11 O'CLOCK A.M.

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



2660959 8100

001050992

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

Edward J. Freel, Secretary of State

0232080

AUTHENTICATION:

DATE:

TRADEMARK

REEL: 002097 FRAME: 0409

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
DMG WORLD MEDIA INC.**

Pursuant to Section 242 of the Delaware
General Corporation Law

dmg world media inc., a Delaware corporation (the "Corporation"), hereby

certifies as follows:

FIRST: The Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on September 9, 1996 and a certified copy was recorded in the Office for the Recording of Deeds in and for the County of New Castle, Delaware.

SECOND: The Certificate of Incorporation is amended to change the name of the Corporation by striking paragraph FIRST of the Certificate of Incorporation in its entirety and inserting the following new paragraph FIRST as follows:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is dmG world media (USA) inc."

THIRD: This Amendment to the Certificate of Incorporation was duly adopted by the unanimous written vote of the Board of Directors and by the unanimous written vote of the holders of all outstanding stock of the Corporation entitled to vote in accordance with Sections 141(f), 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of

Amendment of its Certificate of Incorporation to be executed by its President this 31ST day of

January, 2000.

DMG WORLD MEDIA INC.

By:

A handwritten signature in cursive script, appearing to read "Kent Allen", written over a horizontal line.

Kent Allen
President