

07-13-2000

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To the Honorable Commissioner of Patents and Trademarks: Please record the Name Change described below pursuant to 37 CFR § 3.25:

<p>1. Name of conveying party: Carlson Learning Company 1209 Orange Street Wilmington, Delaware 19801</p> <p><input checked="" type="checkbox"/> Corporation of Delaware</p>	<p>2. Name and address of receiving party: Inscape Publishing, Inc. 1209 Orange Street Wilmington, Delaware 19801</p> <p><input checked="" type="checkbox"/> Corporation of Delaware</p>
<p>3. Nature of conveyance: Name Change</p> <p>Execution Date: <u>June 7, 2000</u></p>	<p>4. Trademark Registration/Application Nos.:</p> <p>2,297,617; 2,184,318; 2,129,791; 2,110,525 2,101,512; 2,078,268; 2,045,480; 2,045,473 2,028,076; 2,026,597; 2,026,595; 1,999,697 1,998,931; 1,905,384; 1,883,575; 1,839,398 1,839,397; 1,734,746; 1,572,501; 1,551,355 1,291,504; 1,290,948; 1,240,276; 1,230,481 1,228,841; 1,195,673; 955,492; 75/766,181 75/764,751; 75/764,507; 75/762,067</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>James D. Kole, Esq. Nixon Peabody LLP Clinton Square Post Office Box 1051 Rochester, New York 14603</p>	<p>6. Total number of Registrations/Applications involved: 31</p>
<p>7. Total fee (37 CFR 3.41) \$790.00</p> <p><input type="checkbox"/> [\$790.00] Check is enclosed.</p>	<p>8. Deposit Account Number: 14-1138</p> <p><input checked="" type="checkbox"/> Charge any additional fees to account.</p>
<p>07/13/2000 ASCOTT 00000014 2297617 DO NOT USE THIS SPACE</p> <p style="text-align: center;">40.00 OP 750.00 OP</p>	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true and correct copy of the original.

Kristen E. Mollnow
Kristen E. Mollnow

June 15, 2000
Date

[Total number of pages, including Cover Sheet: 3]

FROM CORPORATION TRUST-DOVER, DE 302-674-8340
CORPORATION

(FRI) 6. 9'00 10:46/ST. 10:44/NO. 4260103486 P 3
216 621 4059 P.02/02

CERTIFICATE OF AMENDMENT

EL573597438US

OF

CERTIFICATE OF INCORPORATION

Carlson Learning Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Carlson Learning Company be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is Inscape Publishing, Inc."

SECOND: That in lieu of a meeting and vote of sole stockholder, such stockholder has given its written consent to said amendment in accordance with the provisions of Sections 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 Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Carlson Learning Company has caused this certificate to be signed by Thomas Ritchey, its President, this 7th day of June, 2000.

By: 
Name: Thomas Ritchey
Title: President

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State of Delaware
Office of the Secretary of State

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EL573597438US

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 "CARLSON LEARNING COMPANY", CHANGING ITS NAME FROM "CARLSON LEARNING COMPANY" TO "INSCAPE PUBLISHING, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 2000, AT 4:30 O'CLOCK P.M.

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



Edward J. Freel, Secretary of State

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AUTHENTICATION: 0487911

DATE: 06-09-00