

11-02-2000

10-20-00



To the Assistant Commissioner for Trademarks.

101503813

copy thereof.

1. Name of conveying party(ies):

Dowden Publishing Company, Inc.

- Individual(s)
- Association
- General Partnership
- Limited liability company

Other Corporation - New Jersey

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

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

Execution Date: April 24, 2000

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

Name: **Dowden Health Media, Inc.**

Street Address: **110 Summit Avenue**

City **Montvale** State **NJ** Zip **07645**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State **New Jersey**
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) **75/666,350;**
75/910,666; 75/934,056

B. Registration No.(s) **1,911,324; 1,861,491; 1,850,321;**
1,981,754; 2,028,153; 1,607,862; 2,358,770; 1,598,512;
2,161,920; 1,255,281; 1,254,506; 1,381,382; 1,020,181

Additional numbers attached? Yes No **X**

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

Name: **Robert B.G. Horowitz**

Internal Address: **Cooper & Dunham LLP**

Street Address: **1185 Avenue of the Americas**

City: **New York** State: **New York** ZIP **10036**

6. Total number of applications and registrations involved: **16**

7. Total fee (37 CFR 3.41): \$ **415**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

03-3125

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Robert B.G. Horowitz
Name of Person Signing

Signature Date 10/17/00

Total Number of pages including cover sheet: **2**

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

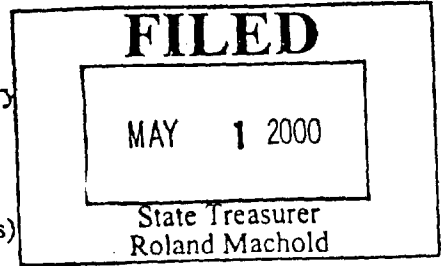
Mail documents to be recorded with required cover sheet information to:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the office of Management and Budget, Paperwork Reduction Project. (0651-0011). Washington, D.C. 20503

C-102A Rev 12/93

New Jersey Department of the Treasury
Division of Revenue
Certificate of Amendment to the
Certificate of Incorporation
(For Use by Domestic Profit Corporations)



Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

- 1. The name of the corporation is: **Dowden Publishing Company, Inc.**
- 2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 18th day of ~~April~~ **April**, 2000:

Resolved, that Article **First** of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is Dowden Health Media, Inc.

- 3. The number of shares outstanding at the time of the adoption of the amendment was: **112,845 shares**
The total number of shares entitled to vote thereon was: **112,845 shares**

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

- 4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
112,845 shares	None

- 5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).
- 6. Other provisions: (Omit if not applicable).

Dowden Publishing Company, Inc.
BY: Carroll V. Dowden
(Signature)
Carroll V. Dowden, President

Dated this 24th day of **April**, 2000

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

0100396006