



101540080

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy thereof

1. Name of conveying party(ies):  
 HCC-EDI, LLC *11.15.00*

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation  
 Other Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached?  
 yes     no

2. Name and address of receiving party(ies)  
 Name: Educational Design, LLC  
 Internal Address: \_\_\_\_\_  
 Street Address: 345 Hudson Street  
New York, NY 10014-4502

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 yes     no

(Designations must be a separate document for an assignment)  
 addition name(s) & address(es) attached?  
 yes     no

3. Nature of Conveyance:  
 Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: December 10, 1999

4. Application number(s) or patent number(s):  
 A. Trademark Application No.(s)                      B. Trademark Registration No.(s)

|            |           |
|------------|-----------|
| 75/463,306 | 1,706,951 |
|            | 2,269,099 |
|            | 2,165,234 |

Additional numbers attached:  yes     no

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

Name: HOWSON AND HOWSON  
 Internal Address: \_\_\_\_\_  
 Street Address: P.O. BOX 457  
One Spring House Corporate Center  
 City: Spring House State: PA Zip: 19477

6. Total number of applications and registrations involved:..... 4

7. Total fee (37 CFR 3.41).....\$ 115.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
08-3040  
 (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.

Stanley B. Kita  
 Name of Person Signing

*[Signature]*  
 Signature

12/10/00  
 Date

Total number of pages, including cover sheet, attachments, and document: 1

Mail documents to be recorded with required coversheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, DC 20231

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF FORMATION  
OF  
HCC-EDI, LLC**

This Certificate of Amendment to Certificate of Formation of HCC-EDI, LLC (the "LLC"), dated December 10, 1999, is being duly executed and filed by Paul J. Crecca, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

1. The Certificate of Formation shall be amended as follows:

The name of the limited liability company hereby is  
  
Educational Design, LLC

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation as of the date first above written.

Authorized Person:

/s/ Paul J. Crecca  
Name: Paul J. Crecca

DOCSC\793341.3

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 12/17/1999  
991544951 - 3095502

*State of Delaware*  
*Office of the Secretary of State*

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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 "HCC-EDI, LLC", CHANGING ITS NAME FROM "HCC-EDI, LLC" TO "EDUCATIONAL DESIGN, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

3095502 8100

991544951

AUTHENTICATION: 0148347

DATE: 12-17-99

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Authorized Person:

/s/ Paul J. Crecca  
Name: Paul J. Crecca

DOCSC17933413

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 12/17/1999  
991544981 - 3095502