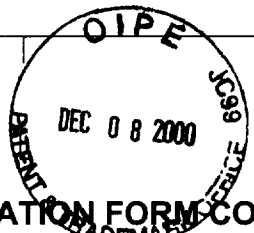


12-22-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation) Document ID# _____
- Correction of PTO Error at Reel # _____, Frame # _____
- Corrective Document at Reel # _____, Frame # _____

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- License
- Nunc Pro Tunc Assignment (Effective Date (m/d/y): _____)
- Other: _____

Conveying Party

Mark if additional names of conveying parties attached

Name:
1. PennWell Publishing Company

Execution Date (m/d/y):
1. July 9, 1999

- Individual, citizenship _____
- General Partnership
- Limited Partnership
- Corporation, state Oklahoma
- Association
- Other:

Receiving Party

Mark if additional names of conveying parties attached

Name: PennWell Corporation
Address: 1421 S. Sheridan Road, Tulsa, Oklahoma 74112

- Individual, citizenship _____
- General Partnership
- Limited Partnership
- Corporation, state Oklahoma
- Association
- Other:

If document to be recorded is an assignment and the receiving party is not domiciled in the United State, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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REEL: 002197 FRAME: 0685**

Domestic Representative Name and Address (Enter for the first receiving party only.)

Name:

Address:

Correspondence Name and Address

Area Code and Telephone Number: (703) 739-4900
Attorney Docket No.: T00164US00/BT/ssk

Brewster Taylor
LARSON & TAYLOR PLC
1199 N. Fairfax Street
Suite 900
Alexandria, Virginia 22314

Pages: Enter the total number of pages of the attached conveyance document including any attachments. 14

Trademark Application Number(s)

Trademark Registration Number(s)

907,588

Number of Properties: Enter the total number of properties involved. 1

Fee Amount for Properties Listed (37 CFR 3.41) (\$40 for first, \$25 for each additional) \$40.00

Method of Payment:

- Check enclosed.
- Charge Deposit Account No. 12-0555
- Please charge Deposit Account No. 12-0555 for any additional fees that may be required, or credit any overpayments to same.

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.

Brewster Taylor



December 8, 2000

Name of Person Signing

Signature

Date Signed

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF TRANSCRIPT

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office, of which it purports to be a copy, and that the same is a full, true and correct copy of:

AMENDED CERTIFICATE OF INCORPORATION

OF

PENNWELL CORPORATION

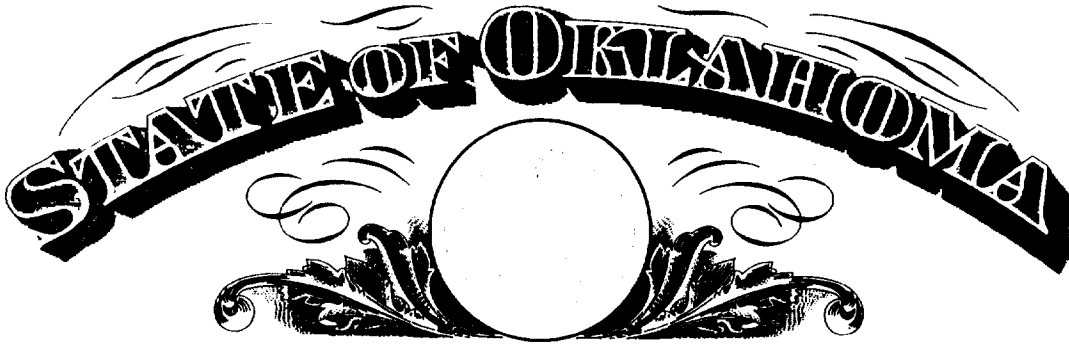
IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City this 19th day, of July, 1999.

Mike Hunter
Secretary of State

By: *Wendell P. Vansly*

DB 348487.007

OFFICE OF THE SECRETARY OF STATE



AMENDED
CERTIFICATE OF INCORPORATION

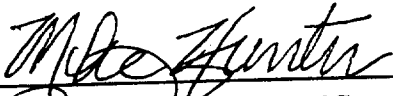
WHEREAS, the Amended Certificate of Incorporation of
PENNWELL CORPORATION

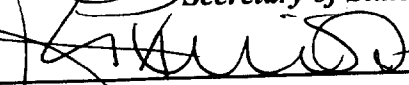
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.

Filed in the City of Oklahoma City this 12th
day of July, 19 99.



Secretary of State
By: 

AMENDED ARTICLES OF INCORPORATION
OF
PENNWELL PUBLISHING COMPANY

STATE OF OKLAHOMA)
) SS.
COUNTY OF TULSA)

FILED

JUL 12 1999

TO: The Secretary of State, State of Oklahoma

OKLAHOMA SECRETARY
OF STATE

We, the undersigned,

NAME

ADDRESS

JOSEPH A. WOLKING
President

1421 S. Sheridan, Tulsa, OK 74112

ROBERT F. BIOLCHINI
Secretary

15 East Fifth Street, Suite 3300, Tulsa, OK 74103

being persons legally competent to amend the Articles of Incorporation, pursuant to the Oklahoma General Corporation Act, do hereby execute the following amendment of the Articles of Incorporation of the above named corporation and do further affirm that the Amendments were adopted in the manner prescribed by said law.

ARTICLE ONE

A. AS FILED:

That the name of this corporation shall be "PENNWELL PUBLISHING COMPANY."

B. AS AMENDED:

That the name of this corporation shall be "PennWell Corporation."

RECEIVED

JUL 12 1999

OKLAHOMA SECRETARY
OF STATE

TRADEMARK
REEL: 002197 FRAME: 0689

ARTICLE TWO

A. AS FILED:

The address of its registered office in the State of Oklahoma is 1421 South Sheridan, Tulsa, Oklahoma, 74112, and the name of its registered agent is Robert F. Biolchini, Suite 500, 320 South Boston Avenue, Tulsa, Oklahoma, 74102-3725, Tulsa County.

B. AS AMENDED:

The address of its registered office in the State of Oklahoma is 15 East Fifth Street, Suite 3300, Tulsa, Oklahoma, 74103, and the name of its registered agent is Robert F. Biolchini, 15 East Fifth Street, Suite 3300, Tulsa, Oklahoma, 74103.

ARTICLE THREE

A. AS FILED:

That the term for which this corporation is to exist is fifty (50) years from August 1, 1972.

B. AS AMENDED:

No change.

ARTICLE FOUR

A. AS FILED:

The nature of the business of the corporation and the object and purpose proposed to be transacted, promoted or carried on by the said corporation is to conduct general publishing business and incident thereto:

- A. General printing, book-binding, job printing, and stationery business.

B. To purchase or otherwise acquire, lease, assign, mortgage, pledge, or otherwise dispose of any trade names, trademarks and copyrights.

C. To subscribe or cause to be subscribed for and to purchase or otherwise acquire, for investment, sale, assignment, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness, or any corporation, stock company, or association now or hereafter existing and whether created by or under the laws of the State of Oklahoma, or otherwise, and while owners of any of said shares of capital stock or bonds, or other property, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time, to the same extent as natural persons might or could do.

D. To purchase, hold, sell and reissue the shares of its own capital stock.

E. To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, goodwill and assets, of any person, firm, association or corporation, either foreign or domestic, engaged in a business of the same general character as that for which this corporation is organized.

F. To engage in any other business of any kind or character whatsoever related directly with the main purpose of this corporation, and to that end to acquire, hold, own and dispose of any and all property, assets, stock, bonds and rights of any and every kind.

G. To buy, hold and sell real estate of any kind or nature for the purpose of, and incident to the carrying on and conducting the business of said corporation; to invest surplus funds in stocks, bonds, mortgages, securities, oil and gas leases and royalties and all other mineral rights and developments, and to buy, hold, sell, trade, or deal in any and all such property and any rights therein and thereunder.

H. Without in any way limiting any of the objects and powers of the corporation, it is hereby expressly decreed and provided that the corporation shall have power to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds, and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business. To borrow money without limit, to mortgage or pledge its franchise, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

I. To carry on business wheresoever the corporation may deem proper or convenient in connection with any of the foregoing purposes, which may be calculated directly or indirectly to promote the interest of the corporation, or to enhance the value of its property, in this State, in any other State, in the District of Columbia, in the Territories and Colonies of the United States, or in any foreign country.

B. AS AMENDED:

No change.

ARTICLE FIVE

A. AS FILED:

I. The total number of shares of all classes of stock which the corporation shall have authority to issue is Five Hundred Fifty-three Thousand, Nine Hundred (553,900), divided into three classes. The designation of each class, the number of authorized shares of each class and the par value of each share of each such class are as follows:

(1) CAPITAL STOCK (Voting Stock). The number of shares of Capital Stock (Voting Stock) shall be Two Hundred Twenty-Five Thousand, Four Hundred Fifty (225,450) shares of the par value of Fifty Cents (\$0.50) per share.

(2) CLASS B NON-VOTING COMMON CAPITAL STOCK. The number of shares of Class B Non-Voting Common Capital Stock shall be One Hundred Thousand (100,000) shares of the par value of Fifty Cents (\$0.50) per share.

(3) CLASS C NON-VOTING COMMON CAPITAL STOCK. The number of shares of Class C Non-Voting Common Capital Stock shall be Two Hundred Twenty-eight Thousand, Four Hundred Fifty (228,450) shares of the par value of Fifty Cents (\$0.50) per share.

II. The powers, preferences and rights and the qualifications, limitations and restrictions of the shares of the stock of each class which the corporation shall have authority to issue, is as follows:

CAPITAL STOCK (VOTING STOCK)

(1) The Capital Stock (Voting Stock) and the Class B Non-Voting Common Capital Stock and the Class C Non-Voting Common Capital Stock shall participate share for share in all dividends that may be declared by the Board of Directors.

(2) In the event of the dissolution, liquidation or winding up of the corporation, the remaining assets of the corporation shall be distributed ratably (share for share) to the Capital Stock (Voting Stock) and the Class B Non-Voting Common Capital Stock and the Class C Non-Voting Common Capital Stock.

(3) Except as otherwise may be required by law, the Capital Stock (Voting Stock) shall have the exclusive right to vote for the election of Directors and for all other purposes, each holder of Capital Stock (Voting Stock) being entitled to one vote for each share thereof held.

CLASS B NON-VOTING COMMON CAPITAL STOCK

(4) The Class B Non-Voting Common Capital Stock shall be identical in all respects with the Capital Stock (Voting Stock) except for the limitations and restrictions set forth in Section II(5) and Section II(6) of this Article Five.

(5) The holders of the Class B Non-Voting Common Capital Stock shall not have any right to vote such stock either at elections of directors or at any of the corporate proceedings or meetings or to receive notice of such elections, proceedings, or meetings, and they relinquish and waive absolutely the right to vote such stock for any purpose whatsoever.

(6)(a) Upon not less than thirty days prior notice given as hereinafter provided, the corporation at its option to be exercised its Board of Directors may redeem all or any part of the Class B Non-Voting Common Capital Stock at any time or from time to time at a price equal to the book value of said shares of Class B Non-Voting Common Capital Stock as the book value shall appear at the date fixed for redemption and payment. The Bylaws of the corporation may provide for the method and manner governing the determination of the book value of the shares of said Class B Non-Voting Common Capital Stock including, but not by way of limitation (i) a date prior to but reasonably close to the redemption date as of which said book value shall be determined, (ii) provisions for arbitration in event of disputes, including the manner of selection of the arbitrators, the procedure that the arbitrators shall follow and the method and time (if any) by and within

which an appeal shall be taken from the valuation fixed by said arbitrators. The total sum of payable upon any redemption shall hereinafter be referred to as the "Redemption Price." If less than all of the outstanding Class B Non-Voting Common Capital Stock is to be redeemed at any one time, the shares to be redeemed shall be selected by the Board of Directors may determine, and this shall include the right of the Board of Directors to redeem the stock of one or more stockholders to the exclusion of the other stockholders.

(b) Notice of each redemption shall be given to the holder or holders of record of the Class B Non-Voting Common Capital Stock so to be redeemed to each such holder in a postage prepaid envelope addressed to such holder at his last address as it appears upon the records of the corporation, or is such last address does not appear, at the city or town in which the registered office of the corporation is located, and in addition thereto, publication notice shall be given by publication at least once a week for two consecutive weeks, not more than sixty (60) nor less than twenty (20) days prior to the redemption date, specifying the redemption date, the Redemption Price, and the place of payment thereof, and specifying the number of shares to be redeemed and calling upon such holder to surrender the certificate or certificates representing such stock at such place on such redemption date against payment of the Redemption Price. For the purpose of redemption hereunder due notice of the election to redeem shall be deemed to have been given when such notice shall have been given as above provided.

(c) Such notice of redemption having been duly given, then on and after the redemption date each holder of Class B Non-Voting Common Capital Stock shall present and surrender for cancellation his certificate or certificates for such stock to the corporation at the place designated in such notice and thereupon the Redemption Price of such stock shall be paid to or on the order of the person whose name appears on such certificate or certificates as the owner thereof. In case less than all of the stock represented by any such certificate is redeemed, a new certificate shall be issued representing the unredeemed stock. From and after the redemption date (unless default shall be made by the corporation in the payment of the Redemption Price), all dividends on the Class B Non-Voting Common Capital Stock designated for redemption shall cease to accrue, all such stock shall not thereafter be deemed to be outstanding, and all rights of the holders thereof as stockholders of the corporation, except the right to receive the Redemption Price, shall cease and terminate. At the time of the giving of any such notice of redemption, the corporation shall deposit the aggregate of the Redemption Price of the stock so to be redeemed with such responsible bank or trust company located in the State of Oklahoma as may be designated by the Board of Directors of the corporation, as a trust fund for payment to the holders of the Class B Non-Voting Common Capital Stock then to be redeemed. From and after the making of such deposit, the Class B Non-Voting Common

Capital Stock so designated for redemption shall not thereafter be deemed to be outstanding and all rights of the holders thereof as stockholders of the corporation shall cease and terminate, except only the right to receive the Redemption Price of such stock on and after the redemption date upon the surrender for cancellation of the certificate representing such stock.

(d) In case the holder of Class B Non-Voting Common Capital Stock which shall have been called for redemption shall not, within five (5) years after the redemption date, claim the amount, if any, deposited with respect to the redemption thereof, the bank or trust company shall, upon demand, pay over to the corporation such unclaimed amount, and thereupon the bank or trust company shall be relieved of all responsibility in respect thereof to such holder, and such holder shall look only to the corporation for the payment thereof. Interest, if any, accrued on funds so deposited shall belong to the corporation.

CLASS C NON-VOTING COMMON CAPITAL STOCK

(7) The Class C Non-Voting Common Capital Stock shall be identical in all respects with the Capital Stock (Voting Stock) except that the holders of the Class C Non-Voting Common Capital Stock shall not have any right to vote such stock either at elections of directors or at any of the corporate proceedings or meetings or to receive notice of such elections proceedings or meetings, and they relinquish and waive absolute the right to vote any such stock for any purpose whatsoever.

B. AS AMENDED:

No change.

ARTICLE SIX

A. AS FILED:

The amount of capital with which the corporation will continue its business is in excess of \$5,000.00, which has been fully paid in.

B. AS AMENDED:

No change.

ARTICLE SEVEN

A. AS FILED:

Shares of authorized but unissued stock of the corporation of each class shall be issued when, if, and as the Board of Directors of the corporation shall so direct.

B. AS AMENDED:

No change.

ARTICLE EIGHT

A. AS FILED:

The number of directors now holding office and to be elected annually at the meeting of shareholders is a minimum of seven (7) and a maximum of ten (10). The names and residences of presently elected directors who are to serve until the next annual meeting of stockholders and until their successors are elected and qualified are as follows:

P.C. Lauinger	Tulsa, Oklahoma
Philip C. Lauinger, Jr.	Tulsa, Oklahoma
Frank T. Lauinger	Dallas, Texas
Robert F. Biolchini	Tulsa, Oklahoma
Anthony J. Lauinger	Tulsa, Oklahoma
Edward P. Boyle	Oil City, Pennsylvania
E. Michael Boyle	Pittsburgh, Pennsylvania
Joseph A. Wolking	Tulsa, Oklahoma

B. AS AMENDED:

The number of directors now holding office and to be elected annually at the meeting of shareholders is a minimum of seven (7) and a maximum of ten (10). The names and residences of presently elected directors who are to serve until the next annual meeting of stockholders and until their successors are elected and qualified are as follows:

Frances L. Biolchini	Tulsa, Oklahoma
Robert F. Biolchini	Tulsa, Oklahoma
Mark R. Blankenship	Roswell, Georgia
E. Michael Boyle	Allison Park, Pennsylvania
Anthony J. Lauinger	Tulsa, Oklahoma
Frank T. Lauinger	Dallas, Texas
Mary L. Melvin	Irvington, New York
Adam Japko	Carlisle, Massachusetts
James J. Pfister	Tulsa, Oklahoma
Joseph A. Wolking	Tulsa, Oklahoma

ARTICLE NINE

A. AS FILED:

The annual shareholders meeting of the corporation shall be held at such time and place as may be provided for in the Bylaws of the corporation, and unless a different date is provided for in the Bylaws of the corporation, shall be held at 10:00 o'clock in the forenoon of the first Tuesday in April of each year, or if that date falls on a holiday, then at the same time on the next secular date.

All meetings of the shareholders of the corporation shall be held at its registered office within this State unless another place within or without the State be designated either by a provision in the Bylaws of the corporation or by a resolution of the Board of Directors of the corporation pursuant to authority granted by a provision in the Bylaws or by written consent of all shareholders of the corporation entitled to vote at such meeting, and in any of which events meetings may be held at such other place or places as are thus designated.

B. AS AMENDED:

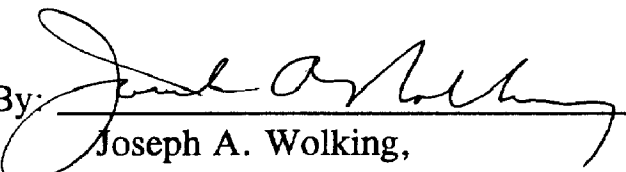
No change.

ARTICLE TEN


Such amendments were adopted by a unanimous resolution of the Board of Directors on July 1, 1999, and all shareholders present at the Annual Meeting of Shareholders representing a majority of shareholders holding each class of stock of the corporation on the 1st day of July, 1999, in accordance with the provisions of Title 18, Section 1077 of the Oklahoma General Corporation Act.

DATED at Tulsa, Oklahoma on this 9th day of July, 1999.

PENNWELL PUBLISHING COMPANY

By: 
Joseph A. Wolking,
President

ATTEST:

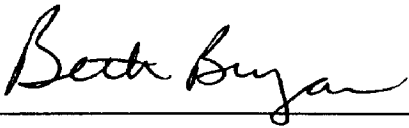

Robert F. Biolchini,
Secretary

[CORPORATE SEAL]

STATE OF OKLAHOMA)
) SS.
COUNTY OF TULSA)

I, the undersigned, a Notary Public, in and for said County and State, hereby certify that on the 9th day of July, 1999, JOSEPH A. WOLKING, President of PennWell Publishing Company, and ROBERT F. BIOLCHINI, Secretary of PennWell Publishing Company, personally appeared before me, and being first duly sworn, acknowledged that they signed the foregoing document in their respective capacities therein set forth, and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.



Notary Public

My Commission Expires:
6/30/01