

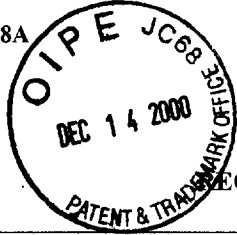
12-28-2000



MS 12-14-00

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



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
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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
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name Effective Date
Month Day Year

- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Phillips Publishing International, Inc. Execution Date
Month Day Year
07/07/1999

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name (line 1) Phillips International, Inc.
DBA/AKA/TA _____
Address (line 1) 7811 Montrose Road
Address (line 2) _____
Address (line 3) Potomac Maryland 20854
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other: A Limited Liability Company
- Citizenship/State of Incorporation/Organization Maryland

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.

—Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name _____
Address (line 1) _____
Address (line 2) _____
Address (line 3) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (202) 672-5300

Name Norman J. Rich
Address (line 1) Foley & Lardner
Address (line 2) 3000 K Street, N.W., Suite 500
Address (line 3) Washington, D.C. 20007-5109
Address (line 4) _____

Pages

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

1

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

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same Property).

Trademark Application Number(s)

Registration Number(s)

			1873837		

Number of Properties

Enter the total number of properties involved. # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41); \$ 40.00

Method of Payment: Enclosed Deposit Account

Deposit Account

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

Deposit Account Number: # 19-0741

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.

Norman J. Rich  12/13/2000
Name of Person Signing Signature Date

PHILLIPS PUBLISHING INTERNATIONAL, INC.
AND TAXATION

PHILLIPS PUBLISHING INTERNATIONAL, INC.
ARTICLES OF AMENDMENT 7/7/99 336p

Phillips Publishing International, Inc., a Maryland corporation, having its principal office at 7811 Montrose Road, Potomac, Maryland 20854 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation ("Charter") hereby is amended by striking in its entirety Article Second and by substituting in lieu thereof the following:

SECOND: The name of the Corporation (hereinafter referred to as the "Corporation") is: Phillips International, Inc.

SECOND. The Board of Directors and the Shareholders of the Corporation have each adopted a resolution approving the foregoing amendment.

IN WITNESS WHEREOF, Phillips Publishing International, Inc., has caused these presents to be signed and sealed in its name and on its behalf by its Executive Vice President and attested by its Assistant Secretary on this ___ day of July, 1999, and its Executive Vice President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

CORPORATION:

Phillips Publishing International, Inc.

Phyllis Merrill
M. Phyllis Merrill,
Assistant Secretary

By: *Thomas C. Burne*
Thomas C. Burne,
Executive Vice President