

02-28-2001



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MRD
2/22/01

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
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
12/16/99

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
12/16/99

Formerly _____

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

RECEIVED
2001 FEB 23 PM 12:31
ASSIGNMENT SERVICES
DIVISION

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A _____

Composed of _____

Address (line 1)

Address (line 2)

Address (line 3)

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

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.)

FOR OFFICE USE ONLY

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

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,097,130"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Edward M. Jordan



2/21/01

Name of Person Signing

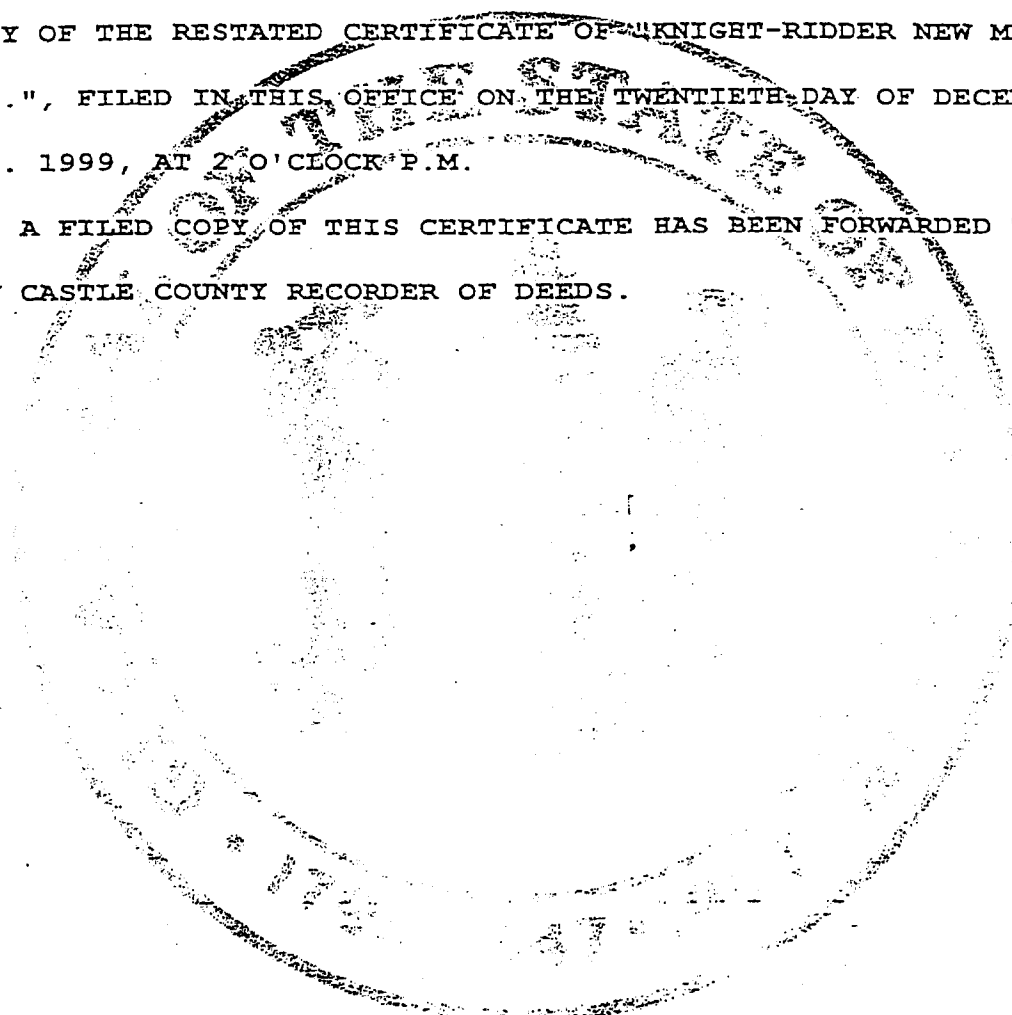
Signature

Date Signed

Office of the Secretary of State

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 RESTATED CERTIFICATE OF "KNIGHT-RIDDER NEW MEDIA, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 1999, AT 2 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2580035 8100

991549154

AUTHENTICATION: 0158938

DATE: 12-22-99

TRADEMARK
REEL: 002203 FRAME: 0333

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
KNIGHT-RIDDER NEW MEDIA, INC.
A Delaware Corporation

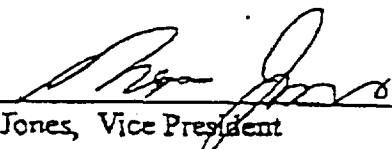
Knight-Ridder New Media, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Delaware on January 9, 1996 under the name of New Media Center, Inc.

SECOND: The Restated Certificate of Incorporation of Knight-Ridder New Media, Inc. in the form attached hereto as Exhibit A restates and integrates and also further amends the Certificate of Incorporation of Knight-Ridder New Media, Inc. and has been duly adopted in accordance with the provisions of Sections 245, 242, 141(f) and 228 of the General Corporation Law of the State of Delaware by the unanimous written consents of (i) each of the directors and (ii) the sole stockholder of the Corporation.

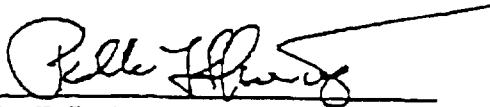
THIRD: The Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, as President and Secretary, respectively, of Knight-Ridder New Media, Inc., we hereby affirm under penalties of perjury that the foregoing is our act and deed and the facts herein stated are true, and accordingly have executed this certificate on December 16, 1999.



Ross Jones, Vice President

ATTEST:



Polk Laffoon, Secretary

Exhibit A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
KNIGHT-RIDDER NEW MEDIA, INC.
A Delaware Corporation

FIRST: The name of the Corporation is KnightRidder.com, Inc.

SECOND: The address of the Corporation's registered office is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19801, and the name of its registered agent thereat is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act for which a corporation may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, one cent (\$.01) par value per share.

FIFTH: The Board of Directors is expressly authorized to adopt, alter, amend or repeal the ByLaws of the Corporation. Election of directors need not be by written ballot unless and to the extent provided in the ByLaws of the Corporation.

SIXTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv), for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after the date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

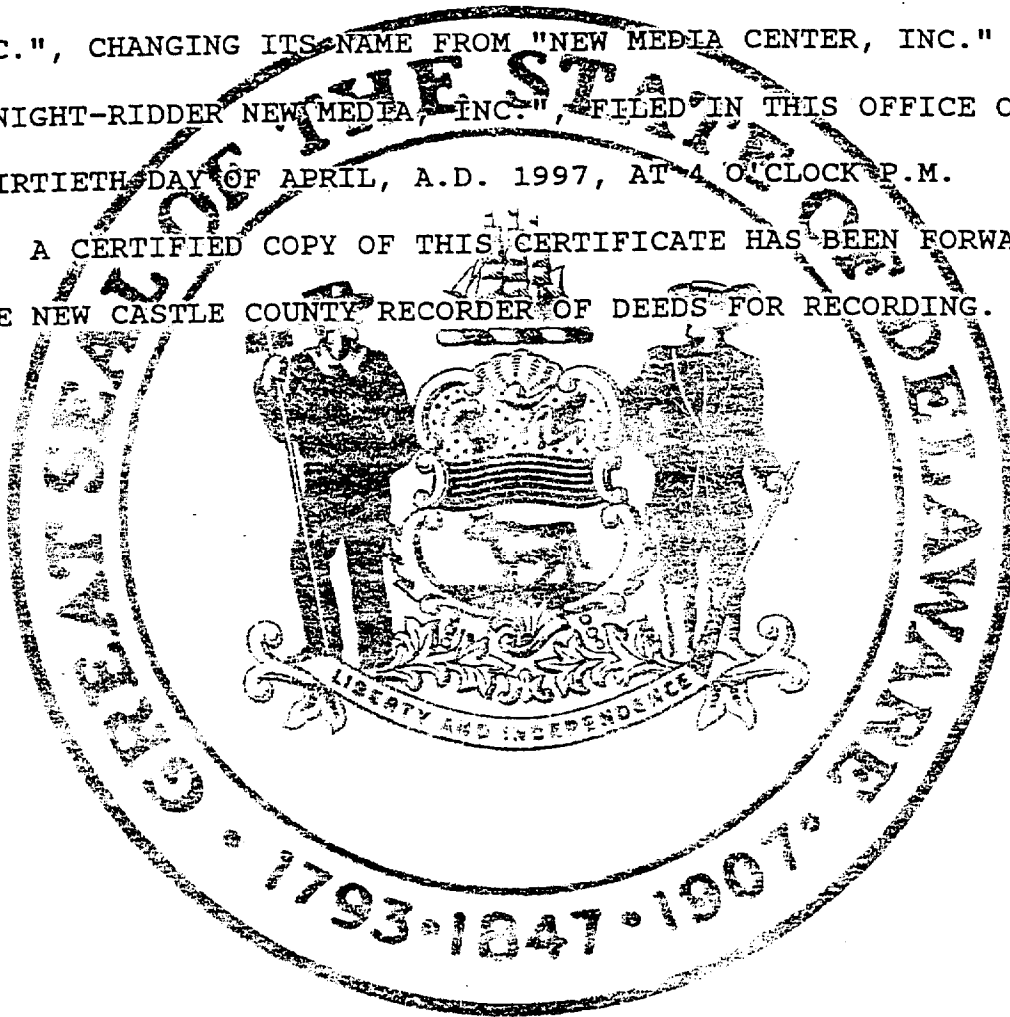
The rights and authority conferred in this Article SIXTH shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation or the ByLaws of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.

State of Delaware

Office of the Secretary of State

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 "NEW MEDIA CENTER, INC.", CHANGING ITS NAME FROM "NEW MEDIA CENTER, INC." TO "KNIGHT-RIDDER NEW MEDIA, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 1997, AT 4 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2580035 8100

971141899

AUTHENTICATION: 8447543

DATE: 05-02-97

TRADEMARK
REEL: 002203 FRAME: 0336

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
NEW MEDIA CENTER, INC.

The undersigned, being the President of New Media Center, Inc., a Delaware corporation (the "Corporation"), does hereby file this Certificate of Amendment to the Corporation's Certificate of Incorporation, pursuant to Section 242 of the Delaware General Corporation Law.


1. Article FIRST shall be deleted in its entirety and amended to read as follows:

FIRST: The name of the Corporation is KNIGHT-RIDDER NEW MEDIA, INC.

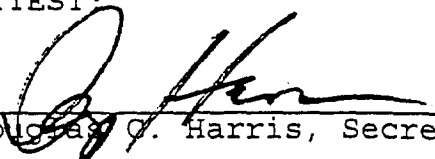
2. The foregoing amendment was duly adopted and approved by the sole shareholder and all of the directors of the Corporation in accordance with Sections 228 and 141(f) of the Delaware General Corporation Law. The number of votes cast for the amendment was sufficient for approval.

Dated: April 4, 1997

NEW MEDIA CENTERS, INC.

By: 
Robert Ingle, President

ATTEST:


Douglas C. Harris, Secretary

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