01-29-2001 Form PTO 1594 RECORDATION FORM PARTMENT OF COMMERCE (Rev. 6 93) Patent and Trademark Office OMB No. 0651-001 (exp. 4/94) JAN 1 1 2001 **TRADEMARK** To the Haporable Commissioner of Patents and Trademarks 101595546 copy thereof. PADEME 1. Name of conveying party(ies): 2. Name and address of receiving party(ies): Romance Classics, LLC Name: WE:WOMEN'S ENTERTAINMENT LLC Individual(s) []Association Address: 1111 Stewart Avenue General Partnership Bethpage, New York 11714 [X] Limited Liability Company - Delaware Corporation Individual(s) citizenship Other [] Association General Partnership Additional name(s) of conveying party(ies) attached? [X] Limited Liability Company - Delaware [] Yes [X] No Corporation - New York Π 3. Nature of conveyance: Π Other If assignee is not domiciled in the United States, a domestic [] Assignment []Merger representative designation is attached: [] Yes Security Agreement [x] Change of Name Π Other (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? [] Yes Execution Date: December 7, 2000 4. Application number(s) or registration number(s): B. Trademar ExPRESS MARS CERTIFIC A. Trademark Applications 6719253 Us Mark Serial No. Mark SEE ATTA CHEEN SECTION BY BUT THE Date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was SEE ATTACHED SCHEDULE A addressed for delivery to the Assistant Commissioner Patents. Washington, DC 20231 by "Express that Page" Additional numbers attached? [] Yes 6. Total num Name (Paint) plications and Signature 5. Name and address of party to whom correspondence concerning document should be mailed: registrations involved: 13 Name: Darby & Darby P.C. 7. Total fee (37 CFR 3.41):.....\$340.00 Street Address: 805 Third Avenue, 27th Floor [X] Enclosed Authorized to be charged to deposit account City: New York State: New York Zip: 10022-7513 Ref. No. 2632/8D515 8. Deposit account number: 04-0100 (Attach duplicate copy of this page if paying by deposit account) DO NOT USE THIS SPACE 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. <u>Amy L. Nelkin</u> Name of Person Signing <u>January 11, 2001</u> Total number of pages including cover sheet, attachments, and document: Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231 00000248 76053974 01/26/2001 DBYRNE 40.00 OP 01 FC:481

> TRADEMARK REEL: 002222 FRAME: 0363

02 FC:482

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SCHEDULE A

TRADEMARK APPLICATIONS

TRADEMARK	SERIAL NO.	FILING DATE
JOURNEY WOMEN: OFF THE MAP	76/053,974	MAY 22, 2000
THE CLUELESS GUY	75/796,498	SEPTEMBER 8, 1999
WE WOMEN'S ENTERTAINMENT	76/166,645	NOVEMBER 16, 2000
WE WOMEN'S ENTERTAINMENT (Stylized)	76/166,644	NOVEMBER 16, 2000
WTV	76/101,255	AUGUST 2, 2000

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SCHEDULE B

TRADEMARK REGISTRATIONS

TRADEMARK	REGISTRATION NO.	REGISTRATION DATE
EVERYDAY ELEGANCE	2,308,650	JANUARY 18, 2000
INSIDE BRIDES	2,253,447	JUNE 15, 2000
LIFE AS IT SHOULD BE	2,400,713	OCTOBER 31, 2000
ROMANCE CLASSICS & Design	2,303,315	DECEMBER 28, 1999
ROMANCE CLASSICS	1,962,836	MARCH 19, 1996
ROMANCE CLASSICS	1,884,000	MARCH 14, 1995
ROYAL FAMILIES OF THE WORLD	2,291,752	NOVEMBER 9, 1999
ROMANCING AMERICA	2,306,999	JANUARY 11, 2000

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State of Delaware Office of the Secretary of State

PAGE 3

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 "ROMANCE CLASSICS, LLC", CHANGING ITS NAME FROM "ROMANCE CLASSICS, LLC" TO "WE: WOMEN'S ENTERTAINMENT LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

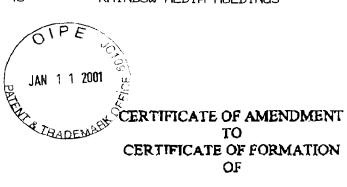
AUTHENTICATION: 0837541

DATE: 12-07-00

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AN 12/05/2000 001611487 - 3026129

ROMANCE CLASSICS, LLC

It is hereby certified that:

The name of the limited liability company is:

ROMANCE CLASSICS, LLC

The Certificate of Formation of the limited liability company is hereby amended by striking out the "First" paragraph thereof and by substituting in lieu of said "First" paragraph the following new "First" paragraph:

"FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is WE: Women's Entertainment LLC."

Dated: December 7, 2000

ROMANCE CLASSICS, LLC

By:

Victoria D. Salhus Authorized Person

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