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July 31, 2001

Via Telefax – (703) 306-5995

## RECORDATION FORM COVER SHEET - TRADEMARKS

Hon. Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Re: Recordal of Change of Name  
From: Tadworth Corporation  
To: Yellow Book USA, Inc.  
App. No. 75/079,466, YELLOW BOOK in Class 35  
Docket No.: 3870036/2

Sir:

Please record the attached original document(s) or copy(ies):

1. Conveying party:  
Tadworth Corporation  
a Delaware Corporation  
100 North Centre Avenue  
Rockville Centre, NY 11570
2. Receiving party:  
Yellow Book USA, Inc.  
a Delaware Corporation  
100 North Centre Avenue  
Rockville Centre, NY 11570



July 31, 2001

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 From: Tadworth Corporation  
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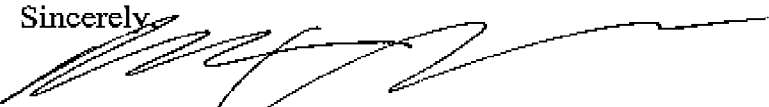
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3. Nature of Conveyance: Change of Name  
 Effective Date: October 20, 1999
4. a) Trademark Application Number: 75/079466  
 b) Trademark Registration Number: N/A
5. Correspondent Name and Address:  
 Alexandra Nicholson, Esq.  
 Davis Wright Tremaine L.L.P.  
 1740 Broadway, 25<sup>th</sup> Floor  
 New York, NY 10019  
 Tel.: 212 489-8230
6. Number of Properties (total): 1
7. Total Fee: \$40  
 Authorized to be charged to deposit account.
8. Deposit Account No.: 040258

Please charge our deposit account No. 040258 the sum of \$40.00 to cover the fee for Recordal of Change of Name against one (1) trademark. Please charge any deficiency or credit any overcharge to said Deposit Account.

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.

Sincerely,



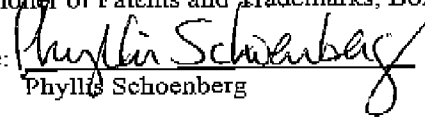
Alexandra Nicholson  
 July 31, 2001

**CERTIFICATE OF FACSIMILE TRANSMISSION**

Facsimile Number: (703) 306-5995 - Assignment Branch

I certify that this correspondence is being sent by facsimile transmission via the above facsimile number to: Hon. Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231, on the date indicated below.

Signature:



Phyllis Schoenberg

Transmission Date: July 31, 2001

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 "TADWORTH CORPORATION", CHANGING ITS NAME FROM "TADWORTH CORPORATION" TO "YELLOW BOOK USA, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1999, AT 1 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

2678103 8100

991444073

AUTHENTICATION:

0036256

DATE:

10-20-99


CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TADWORTH CORPORATION

TADWORTH CORPORATION, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

- I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the sole stockholder, in accordance with Section 228 of the General Corporation Law of the State of Delaware.
- II. Article One of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

The name of the Corporation is YELLOW BOOK USA, INC.

IN WITNESS WHEREOF, TADWORTH CORPORATION has caused this Certificate to be executed by Jan Vinokour, its authorized officer, on this 20th day of September, 1999.

  
Title: Vice President and Secretary