

Form PTO-1594
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Tab settings

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Western Publishing Company, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Golden Books Publishing Company, Inc.
Internal
Address:
Street Address: 888 Seventh Avenue
City: New York State: NY Zip: 10106
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: May 8, 1996

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
0902121
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Deirdre Davis, Esq.
Internal Address: Davis Wright Tremaine LLP
Street Address: 1740 Broadway
City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
040258
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
Deirdre Davis, Esq. Signature August 21, 2001 Date
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State PAGE 1

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 "WESTERN PUBLISHING COMPANY, INC.", FILED IN THIS OFFICE ON THE EIGHTE DAY OF MAY, A.D. 1996, AT 11:45 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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991120790

AUTHENTICATION: 9657766

DATE: 03-29-99

TRADEMARK

REEL: 002313 FRAME: 0156

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:45 AM 05/08/1996
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RESTATED**CERTIFICATE OF INCORPORATION****OF****WESTERN PUBLISHING COMPANY, INC.**

Pursuant to Sections 245 and 242 of the General Corporation Law
of the State of Delaware

The undersigned, the President of Western Publishing
Company, Inc. (the "Corporation"), certifies that:

1. The Corporation was originally incorporated under the
name of WPC, Inc. and the Corporation's original certificate of
incorporation was filed with the Delaware Secretary of State on
March 1, 1979.

2. The certificate of incorporation is hereby amended to
effect the following amendments:

- (a) To change the name of the Corporation.
- (b) To change the par value of the Common Stock of the
Corporation.
- (c) To change the address of the registered office of
the Corporation.

3. The certificate of incorporation, as amended
heretofore, is hereby amended and, as so amended, restated to
read in its entirety as set forth below:

ARTICLE 1

The name of the corporation is Golden Books Publishing
Company, Inc.

ARTICLE 2

The address of its registered office in the State of
Delaware is 1109 Orange Street, Wilmington, Delaware 19801,
County of New Castle. The name of its registered agent at such
address is The Corporation Trust Company.

ARTICLE 3

The purpose of the corporation is to engage in any lawful
act or activity for which corporations may be organized under the
General Corporation Law of Delaware.

011996.01

ARTICLE 4

The total number of shares of stock which the corporation shall have authority to issue is one hundred (100) consisting of one class only, designated Common Stock, of the par value of \$.01 per share.

ARTICLE 5

The number of directors which shall constitute the whole Board of Directors shall be fixed by or in the same manner provided in the by-laws of the corporation.

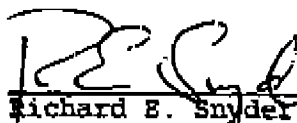
ARTICLE 6

Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ARTICLE 7

The by-laws of the corporation may be adopted, amended or repealed by the Board of Directors or the stockholders, but no by-laws adopted by the stockholders shall be amended or repealed by the Board of Directors, unless the by-laws adopted by the stockholders have conferred such authority upon the Board of Directors. Any by-law adopted by the Board of Directors shall be subject to amendment or repeal by the stockholders as well as by the Board of Directors.

Dated as of May 8, 1996



Richard E. Snyder
President