

08-14-2001



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RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
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Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings

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

<p>1. Name of conveying party(ies): <u>Blenheim Group USA, Inc.</u> <i>08/01/01</i></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Miller Freeman Group USA, Inc.</u> Internal Address: _____ Street Address: <u>600 Harrison Street</u> <u>San Francisco</u> City: _____ State: <u>CA</u> Zip: <u>94107</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>03/24/97</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>2,294,840</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Alison B. Shames, Esq.</u>  <u>Howard, Rice, Nemerovski, Chaady,</u>  Internal Address: <u>Falk &amp; Rabkin</u></p> <p>Street Address: <u>3 Embarcadero Center, 7th Flr</u></p> <p><u>San Francisco</u>  City: _____ State: <u>CA</u> Zip: <u>94111</u></p>	<p>6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">1</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed, but if insufficient, is  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>08-2792</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
<b>DO NOT USE THIS SPACE</b>	
<p>9. Statement and signature.  <i>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.</i></p> <p><u>Alison B. Shames</u>      <u><i>Alison B. Shames</i></u>      <u>8/1/01</u>  Name of Person Signing      Signature      Date</p> <p>Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px;">3</span></p>	

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
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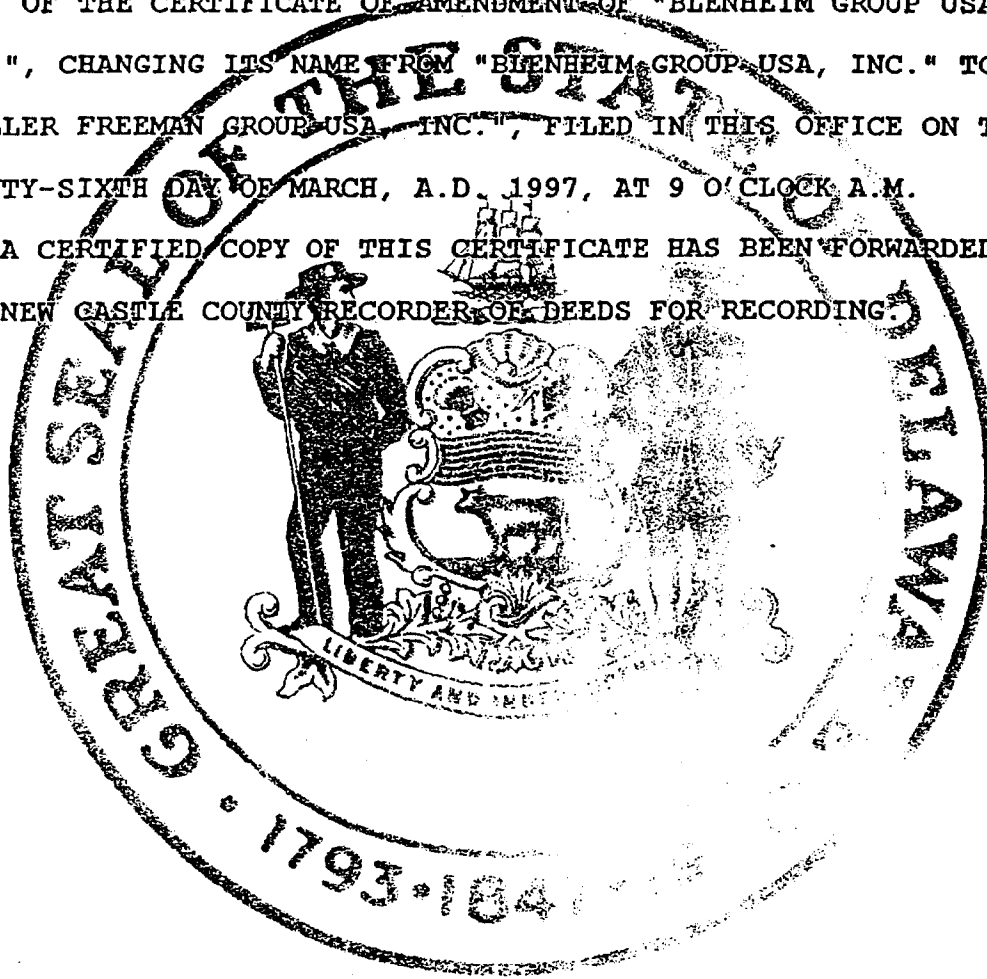
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State of Delaware  
Office of the Secretary of State

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 "BLENHEIM GROUP USA, INC.", CHANGING ITS NAME FROM "BLENHEIM GROUP USA, INC." TO "MILLER FREEMAN GROUP USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.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

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AUTHENTICATION: 8392631  
03-26-97

DATE:

CERTIFICATE OF AMENDMENT OF  
RESTATED CERTIFICATE OF INCORPORATION OF  
BLENHEIM GROUP USA, INC.

Blenheim Group USA, Inc., a corporation organized and existing under, and by virtue of, the General Corporation Law of the State of Delaware, does hereby certify that:

1. The Board of Directors has adopted the following amendment to the Certificate of Incorporation of Blenheim Group USA, Inc. (the "Corporation"). The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article First of the Certificate of Incorporation of the Corporation shall be amended to read in its entirety as follows:

FIRST: The name of the Corporation is Miller  
Freeman Group USA, Inc.

2. The sole stockholder of the Corporation by Written Consent adopted the preceding amendment to the Certificate of Incorporation in accordance with the provisions of Sections 228 and 242 of the General Corporate Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its President, and attested to by its Secretary, as of the 24 day of March, 1997.

BLENHEIM GROUP USA, INC.

By Marshall W. Freeman  
Marshall W. Freeman, President

Attest:

Warren A. Ambrose  
Warren A. Ambrose, Secretary

001297/1-551301:174(324146

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/26/1997  
971098818 - 2186989

RECORDED: 08/01/2001

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