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08-14-2001



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Attorney Docket No.: 045390-0023-0510

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


1. Name of conveying party(ies):	<i>08/02/01</i>	2. Name and address of receiving party(ies):
Prentice Hall Direct, Inc.		Learning Network Direct Inc. 240 Frisch Ct. Paramus, New Jersey 07652

3. Nature of conveyance:	<input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:	<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: Delaware <input type="checkbox"/> Other:
Execution Date: January 9, 2001	If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No	
(Designations must be a separate document from Assignment)		

4. Application number(s) or registration number(s):	B. Trademark Registration No.(s): 2,379,661
A. Trademark Application No.(s):	

5. Name and address of party to whom correspondence document should be mailed:	6. Total number of applications and registrations involved: [1]
Maura B. Leeds, Esq. C/O TMSU 1800 M Street, N.W. Washington D.C. 20036-5869	Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ <u>40.00</u> x \$25.00 = \$ <u>.00</u> Total \$ <u>40.00</u>
Telephone: (212) 309-7015 Facsimile: (212) 309-6273 E-Mail: mleeds@morganlewis.com	check in the amount indicated above is enclosed.
	<input type="checkbox"/> Authorized to be charged to deposit account
08-02-2001	8. Deposit account number: 13-4520
U.S. Patent & TMO/ TM Mail Rpt Dt. #11	

DO NOT USE THIS SPACE

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>		
Elise S. Guadalupe, Legal Assistant Name of Person Signing	 Signature	August 2, 2001 Date
Total number of pages including cover sheet, attachments and document: [4]		

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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 "PRENTICE HALL DIRECT INC.", CHANGING ITS NAME FROM "PRENTICE HALL DIRECT INC." TO "LEARNING NETWORK DIRECT INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 2001, AT 4:30 O'CLOCK P.M.

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



Harriet Smith Windsor

Secretary of State

AUTHENTICATION: 0909528

DATE: 01-11-01

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TRADEMARK
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AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
PRENTICE HALL DIRECT, INC.

Prentice Hall Direct, Inc., a corporation organized under the laws of the State of Delaware (the "Company"), pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended (the "Act"), executes the following Amendment to the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on May 11, 1978 (the "Certificate"):

(A) The first paragraph of the Certificate is hereby amended to read in its entirety as follows:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is Learning Network Direct Inc.

(B) All other provisions of the Certificate shall remain unmodified and in full force and effect.

(C) The amendment effected herein was authorized by a consent in writing, setting forth the action so taken, unanimously signed by the holders of all outstanding shares of the Company's capital stock entitled to vote thereon pursuant to Sections 228 and 242 of the Act.

IN WITNESS WHEREOF, the Corporation, for purposes of amending the Certificate pursuant to the Act, does make, file and record this Amendment to the Certificate of Incorporation of Prentice Hall Direct, Inc., and does hereby certify that the facts herein stated are true under the penalties of perjury, and has caused this Certificate to be executed by Evan Garber, its Secretary, this 2nd day of January, 2001.

PRENTICE HALL DIRECT, INC.

By: 

Name: Evan Garber

Title: Secretary

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RECORDED: 08/02/2001

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