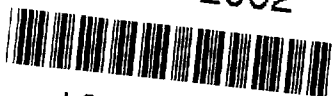


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): The Katharine Gibbs Schools, Inc. 12-21-01

2. Name and address of receiving party(ies) Name: CEC Holdings I, Inc. Internal Address: Street Address: 2895 Greenspoint Pkwy, Ste 600 City: Hoffman Estates State: IL Zip: 60195

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 02/26/1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1017159, 1017158, 2167482

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Tanya L. Curtis Internal Address: Katten Muchin Zavis Street Address: 525 W. Monroe Street Suite 1600 City: Chicago State: IL Zip: 60661

6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41) \$ 90.00 [] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: 12-21-2001 U.S. Patent & TMO/TM Mail Rcpt Dt. #65

DO NOT USE THIS SPACE

9. Signature. Becky A. Williams Name of Person Signing Signature Date 12/21/2001 Total number of pages including cover sheet, attachments, and document: 5

01/03/2002 DBYRNE 0000007 1017159 01 FC:481 02 FC:482

40.00 UP 50.00 OP

All documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 2415 FRAME: 0665

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CEC HOLDINGS I, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF JANUARY, A.D. 1994, AT 12:10 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "K-III KG HOLDINGS, INC." TO "THE KATHARINE GIBBS SCHOOLS, INC.", FILED THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 1994, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "THE KATHARINE GIBBS SCHOOLS, INC." TO "CEC HOLDINGS I, INC.", FILED THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1999, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2367916 8100H

AUTHENTICATION: 1511998

010650480

DATE: 12-18-01

TRADEMARK
REEL: 2415 FRAME: 0666

CERTIFICATE OF INCORPORATION

OF

K-III KG HOLDINGS, INC.

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the Delaware General Corporation Law, hereby certifies that:

FIRST: The name of the Corporation is K-III KG Holdings, Inc.

SECOND: The registered office of the Corporation is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: 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.


FOURTH: The total number of shares of stock that the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$0.01 each.

FIFTH: The name and address of the incorporator is Mary Beth Fitzgerald, 425 Lexington Avenue, New York City, New York 10017-3909.

SIXTH: The Board of Directors of the Corporation, acting by majority vote, may alter, amend or repeal the By-Laws of the Corporation.

SEVENTH: Except as otherwise provided by the Delaware General Corporation Law as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation on January 12, 1994.


Mary Beth Fitzgerald

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

K-III KG Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of K-III KG Holdings, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:


FIRST: The name of the Corporation is "The Katharine Gibbs Schools, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said K-III KG Holdings, Inc., has caused this certificate to be signed by Beverly C. Chell, its Vice Chairman this 7th day of November, 1994.

K-III KG Holdings, Inc.

By: 
Beverly C. Chell
Vice Chairman

TOTAL P.02

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE KATHARINE GIBBS SCHOOLS, INC.**

The undersigned, being a duly elected officer of The Katharine Gibbs Schools, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That Article First of the Certificate of Incorporation be and it hereby is amended to read as follows:

FIRST: The name of this Corporation is CEC Holdings I, Inc.

SECOND: That the amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have signed this certificate as of this 25th day of February, 1999.

THE KATHARINE GIBBS SCHOOLS, INC.
a Delaware corporation

By
Its



William Klettke

"Express Mail" mailing label number:

EVO18053193US

Date of Deposit: December 21, 2001

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

December 21, 2001

Date

Becky A. Williams

Becky A. Williams

20689220

RECORDED: 12/21/2001

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