



Tab settings

12/21/01

101933471

To the Honorable Commissioner of Patents and Trademarks, Patent and Trademark Office, Washington, D.C. 20231, original documents or copy thereof.

1. Name of conveying party(ies):

Lancit Media Productions, Ltd.

- Individual(s)
- General Partnership
- Corporation - New York
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: December 18, 1996

2. Name and address of receiving party(ies):

Lancit Media Entertainment, Ltd.

601 W. 50<sup>th</sup> Street  
New York, NY 1009

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - New York
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designator is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,962,893 2,019,846 2,011,141 2,021,421

2,027,570 1,958,130 2,089,554

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: GLENN A. GUNDERSEN  
DECHERT  
4000 BELL ATLANTIC TOWER  
1717 ARCH STREET  
PHILADELPHIA, PA. 19103-2793  
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) .....\$190.00

- Enclosed
- Authorized to be charged to deposit account  
(Including any underpayment)

8. Deposit account number: 04-0475

(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.

Glenn A. Gundersen  
Name of Person Signing

Signature

December 21, 2001  
Date

Total number of pages including cover sheet, attachments, and document: [ 3 ]

Mail documents to be recorded with required cover sheet information to:

01/03/2002 6TON11

00000170 040475

1962893

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

01 FC:481  
02 FC:482

40.00 CH  
150.00 CH

TRADEMARK  
REEL: 002416 FRAME: 0086

Dec 26 '96 11:05

P.2

961227000107

CERTIFICATE OF AMENDMENT  
OF  
THE CERTIFICATE OF INCORPORATION  
OF  
LANCIT MEDIA PRODUCTIONS, LTD.

(Under Section 805 of the Business Corporation Law)

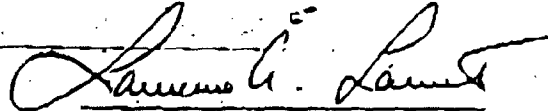
THE UNDERSIGNED, being the duly elected President and Secretary, respectively, of Lancit Media Productions, Ltd., a New York corporation (the "Corporation"), DO HEREBY CERTIFY THAT:

1. The name of the Corporation is:  
LANCIT MEDIA PRODUCTIONS, LTD.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on July 11, 1979.
3. The amendment of the Certificate of Incorporation of the Corporation effected hereby is for the purpose of changing the name of the Corporation.
4. Paragraph "1" of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:  
"(1) The name of the Corporation is:  
LANCIT MEDIA ENTERTAINMENT, LTD."
5. The amendment of the Certificate of Incorporation of the Corporation made hereby was authorized by the unanimous written consent of the Board of Directors of the Corporation in lieu of a

ma,

special meeting thereof dated October 28, 1996, followed by the affirmative vote of the holders of at least a majority of all the outstanding Common shares entitled to vote thereon at the Annual Meeting of the Shareholders of the Corporation held on December 18, 1996.

IN WITNESS WHEREOF, this Certificate of Amendment has been subscribed this 18th day of December, 1996 by the undersigned who affirm that the statements made herein are true under the penalties of perjury.



Laurence A. Lancit  
President



Marc Bailin  
Secretary

191107.1

2