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MRD 2-6-02

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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):
TSPA 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: **Tom Snyder Productions, Inc.**
Internal
Address: _____
Street Address: **557 Broadway**
City: **New York** State: **NY** Zip: **10012**

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: **December 21, 2001**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
2128059 and 25 others

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: **26**

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Edward H. Rosenthal, Esq.**
Internal Address: **Frankfurt Carbus Kurnit**
Klein & Selz, PC
Street Address: **488 Madison Avenue**
City: **New York** State: **NY** Zip: **10022**

7. Total fee (37 CFR 3.41).....\$**690.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(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.

Edward H. Rosenthal *[Signature]* **February 6, 2002**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

03/07/2002 LNUELLER 00000042 2128059
01 FC:481
02 FC:482

40.00 OP
625.00 OP

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

Serial No. Ref: 03/07/2002 LNUELLER 0007311590
Date: 02/06/02 Name/Number: 2128059
FC: 704 \$65.00 CR

TRADEMARK
REEL: 002456 FRAME: 0203

SCHEDULE OF TRADEMARKS

TRADEMARK	REGISTRATION NO.
CHOICES, CHOICES	2,128,059
DECISIONS, DECISIONS	2,021,985
FIZZ	1,804,176
FIZZ DESIGN	1,807,432
GEOGRAPHY SEARCH	2,013,728
GRAPH ACTION!	2,192,472
INNERBODYWORKS	1,894,883
INTERNATIONAL INSPIRER	2,267,973
MARTINA	1,804,175
MARTINA DESIGN	1,807,434
MINDS-ON-SCIENCE	1,964,073
NATIONAL INSPIRER	2,250,700
PIP & ZENA'S SCIENCE VOYAGE	2,098,154
RAINFOREST RESEARCHERS	2,431,894
READING MAGIC	1,585,378
SHIP LOGO	2,073,289
SQUIGGLEVISION	2,124,138
THE GRAPH CLUB	2,013,729
THE GREAT OCEAN RESCUE	2,066,445
THE GREAT SOLAR SYSTEM RESCUE	2,066,443
THE SEARCH SERIES	2,020,717
TIME SHIFT RADIO	1,998,587
TOM SNYDER PRODUCTIONS	2,015,457
TOM SNYDER PRODUCTIONS	2,015,456
TOM SNYDER PRODUCTIONS	2,015,451
TOM SNYDER PRODUCTIONS	1,954,322

Delaware

PAGE 1

The First 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 "TSPA INC.", CHANGING ITS NAME FROM "TSPA INC." TO "TOM SNYDER PRODUCTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, 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
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1531142

DATE: 12-28-01

3470935 8100

010666906

TRADEMARK
REEL: 002456 FRAME: 0205

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
BEFORE THE PAYMENT OF CAPITAL
OF
TSPA INC.**

We, the undersigned, being all of the directors of TSPA INC., a corporation organized and existing under and by virtue of the General Corporation of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: That Article 1 of the Certificate of Incorporation of the Corporation be and it hereby is amended to read as follows:

The name of the corporation is Tom Snyder Productions, Inc.

SECOND: That the corporation has not received any payment for any of its stock.

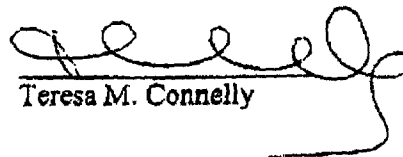
THIRD: That the amendment was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we have signed this certificate this 21st day of December, 2001.

TSPA INC.



Charles B. Deull



Teresa M. Connelly

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 12/21/2001
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TOTAL P.02