

05-15-2002



102089730

U.S. Department of Commerce
Patent and Trademark Office
OFFICE OF TRADEMARK

2002 MAY -7 AM 9:03

FINANCE SECTION

51710 Z

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # 101971770
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
11/12/1999

Conveying Party

Mark if additional names of conveying parties attached

Name College Television Network, Inc.

Execution Date
Month Day Year
11/11/1999

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name CTN Media Group, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3350 Peachtree Road

Address (line 2) Suite 1500

Address (line 3) Atlanta

Georgia

30326

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="1,959,439"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)


Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing


Signature

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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 "COLLEGE TELEVISION NETWORK, INC.", CHANGING ITS NAME FROM "COLLEGE TELEVISION NETWORK, INC." TO "CTN MEDIA GROUP, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2205290 8100

991512604

AUTHENTICATION: 0111926

DATE: 12-01-99

TRADEMARK
REEL: 002505 FRAME: 0442

CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
COLLEGE TELEVISION NETWORK, INC.

Pursuant to the provisions of Section 242

of the General Corporation Law of
the State of Delaware

College Television Network, Inc., (the "Corporation") a corporation organized and validly existing under the General Corporation Law of the State of Delaware, filed its original Certificate of Incorporation with the Corporations Division on August 17, 1989, pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1.

The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting in its entirety the first paragraph of Article One of the Restated Certificate of Incorporation in its present form and substituting in lieu thereof a new first paragraph of Article One in the following form:

"FIRST: The name of the Corporation is CTN Media Group, Inc."

2.

The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting in its entirety the first paragraph of Article Four of the Restated Certificate of Incorporation in its present form and substituting in lieu thereof a new first paragraph of Article Four in the following form:

"FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is Fifty Two Million Eight Hundred Thousand (52,800,000) shares, of which Fifty Million (50,000,000) shares shall be Common Stock, par value \$0.005, and Two Million Eight Hundred Thousand (2,800,000) shares will be Preferred Stock, par value \$0.001 per share."

3.

The amendment to the Restated Certificate of Incorporation set forth in this Certificate of Amendment has been duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, (a) in a duly called meeting of the

#522241 v1 - CTN:ARR:amend

directors, a majority of the directors having duly consented to the adoption of such amendment, and (b) in lieu of a meeting and vote of the shareholders, a majority of the shareholders of the Corporation who would have been entitled to vote upon such amendment if a meeting of shareholders were called and held, having duly consented in writing to the adoption of such amendment.

4.

The effective date of these Articles of Amendment shall be November 11, 1999.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation, has executed these Articles of Amendment and does hereby declare and certify, under the penalties of perjury, that this is his act and deed and the facts herein are true, as of this 11th day of November, 1999.

CTN MEDIA GROUP, INC.

By: 

Patrick Doran, Secretary

0022241.doc