

05-22-2002

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J.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):

Oxygen Media, Inc.

5-16-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State of Delaware Other

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

2. Name and address of receiving party(ies)

Name: Oxygen Media Interactive, Inc.

Internal Address:

Street Address: 75 Ninth Avenue

City: New York State: NY Zip: 10011

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of 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 26, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/616404; 75/518512; 75/518788; 75/519969; 75/518508

B. Trademark Registration No.(s) 2,390,328

Additional number(s) attached Yes No

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

Name: Karen M. Pasquale

Internal Address: Legal Department 8th Floor

Street Address: 75 Ninth Avenue

City: New York State: NY Zip: 10011

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41) \$ 165. -

- Enclosed - previously paid - ID no. 101978339 Authorized to be charged to deposit account

8. Deposit account number:

5

(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.

Karen M. Pasquale Name of Person Signing

Karen M. Pasquale Signature

16 May 2002 Date

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

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

TRADEMARK REEL: 002510 FRAME: 0835

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 "OXYGEN MEDIA, INC.", CHANGING ITS NAME FROM "OXYGEN MEDIA, INC." TO "OXYGEN MEDIA INTERACTIVE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1526584

DATE: 12-26-01

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/26/2001
010667177 - 2893408

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
OXYGEN MEDIA, INC.

Oxygen Media, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES
HEREBY CERTIFY:

1. The name of the corporation is Oxygen Media, Inc. The date of filing of its Certificate of Incorporation with the Secretary of State was May 7, 1998.

2. Article FIRST of the Certificate of Incorporation of the Corporation is hereby amended in its entirety as follows:


FIRST: The name of the corporation is Oxygen Media Interactive, Inc. (the "Corporation").

3. The amendment to the Certificate of Incorporation of the Corporation set forth in the preceding paragraphs has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law, the Board of Directors of the Corporation having adopted resolutions setting forth such amendment, declaring its advisability, and directing that it be submitted to the stockholders of the Corporation for their approval; and the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted having consented in writing to the adoption of such amendment.

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has
executed this Certificate on the 21~~st~~ day of December, 2001.

OXYGEN MEDIA, INC.

By: 
Daniel M. Taitz, Secretary