

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Jumbo, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: February 22, 1999

2. Name and address of receiving party(ies)

Name: Homeworkcentral.com, Inc.  
Internal Address: Suite 601

Street Address: 43 West 33rd Street  
City: New York State: NY Zip: 10001

- 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

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

A. Trademark Application No.(s)  
75/519,603

B. Trademark Registration No.(s)

2,253,777

Additional number(s) attached  Yes  No

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

Name: Howard J. Shire, Esq.

Internal Address: Kenyon & Kenyon

Street Address: One Broadway

City: New York State: New York Zip: 10004

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11-0600

(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.

Howard J. Shire

Name of Person Signing

Howard J. Shire  
Signature

8/13/02  
Date

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

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

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 02/22/1999  
991072070 - 2504687

**CERTIFICATE OF AMENDMENT  
TO  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
JUMBO, INC.**

Jumbo, Inc. (the "*Corporation*"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "*DGCL*") does hereby certify:

**FIRST:** That the Board of Directors of the Corporation duly adopted a resolution setting forth the following amendment to the Restated Certificate of Incorporation of the Corporation (the "*Amendment*"), declaring the Amendment to be advisable and calling for the submission of the proposed Amendment to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed Amendment is as follows:

**RESOLVED**, that Article FIRST of the Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the corporation is HomeworkCentral.com, Inc."

**SECOND:** That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

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

**FOURTH:** That the Amendment shall be effective on the date this Certificate of Amendment to Restated Certificate of Incorporation is filed and accepted by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Gerald Frankel, its Vice President and Secretary, this 17<sup>th</sup> day of February, 1999.

JUMBO, INC.

By: 

Gerald Frankel, Vice President  
and Secretary

*State of Delaware*  
*Office of the Secretary of State*

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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 "JUMBO, INC.", CHANGING ITS NAME FROM "JUMBO, INC." TO "HOMEWORKCENTRAL.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1999, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1483989

DATE: 12-05-01

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TRADEMARK  
REEL: 2532 FRAME: 0973

**KENYON & KENYON****One Broadway  
New York, NY 10004-1050****Voice: 212-425-7200  
Fax: 212-425-5288****FROM: Andrew R. Schmidt  
PHONE: 212-908-6362****DATE: August 13, 2002  
CLIENT MATTER: 11095/8****PLEASE DELIVER AS SOON AS POSSIBLE TO:**

<b>RECIPIENT</b>	<b>COMPANY</b>	<b>FAX NO.</b>	<b>PHONE NO.</b>
Patent and Trademark Office/ Assignment Branch Division		703-306-5995	

Total number of pages including this page:  
If you do not receive all the pages, please call (212) 908-6362.

Dear Sir or Madam,

Please send the recordation notice to the above fax number to the attention of Andrew R. Schmidt.

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