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10/8/02

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OMB No. 0651 (exp. 5/31/200)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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

Tab setting ⇌⇌⇌

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

1. Name of conveying party(ies):
Integrity Incorporated

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

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

2. Name and address of receiving party(ies)
Name: Integrity Media, Inc.

Internal Address: _____
Street Address: 1000 Cody Road
City: Mobile State: AL Zip: 36695-3425

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Alabama
 Other _____

If assignee is not domiciled in the United States, a domestic representative designated 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: May 24, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See Attached List

B. Trademark Registration No.(s)
See Attached List

Additional number(s) attached Yes No

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

Name: Wendy L. Robertson
Internal Address: Alston & Bird LLP
Street Address: 1201 W. Peachtree Street
City: Atlanta State: GA Zip: 30309-3424

6. Total number of applications and registrations involved: 76

7. Total fee (37 CFR 3.41) \$ 1,915.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attached 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.

Wendy L. Robertson
Name of Person Signing

Wendy Robertson 10/3/02
Signature Date

Total number of pages including cover sheet, attachments, and document: **6**

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

10/11/2002 AMWED1 00000116 2124146

01 FC:481 40.00 OP
02 FC:482 1875.00 OP

ATL01/11289555v1

**TRADEMARK
REEL: 002592 FRAME: 0733**

ADVENTURES OF THE ROYAL ACADEMY	2,158,494
ALLELUIA MUSIC	1,637,424
ALLELUIA MUSIC & Design	1,994,532
ALLELUIA!	1,473,143
BRINGS YOU INTO THE PRESENCE OF GOD	1,506,657
COMING OF AGE AND HUNGRY FOR WORSHIP	78/113,075
CONTEMPORARY MUSIC TEACHING GOD'S WORD	2,247,492
FAIRHOPE KIDS & Design	2,210,359
FAIRHOPE RECORDS & Design	2,205,115
GOD WILL MAKE A WAY	78/112,723
GOD WILL MAKE A WAY	75/982,677
H!M & Design	2,520,666
HOSANNA! MUSIC	1,544,200
HOSANNA MUSIC & Design	2,386,079
IWORSHIP	78/116,261
INTEGRITY FILMS & Design	2,331,846
INTEGRITY VIDEO SONGBOOK	78/119,544
INTEGRITY	2,525,124
INTEGRITY	2,449,741
INTEGRITY AT HOME	2,230,000
INTEGRITY BOOKS & Design	2,416,422

INTEGRITY DIRECT	2,124,146
INTEGRITY FILMS & Design	78/075,694
INTEGRITY GOSPEL	78/088,628
INTEGRITY HOUSE & Design	78/075,443
INTEGRITY MEDIA & Design	78/075,686
INTEGRITY MUSIC	1,992,990
INTEGRITY MUSIC	1,742,795
INTEGRITY MUSIC	1,743,670
INTEGRITY MUSIC'S SCRIPTURE MEMORY SONGS	1,867,373
INTEGRITY PUBLISHERS & Design	78/075,433
INTEGRITY TODAY	2,570,307
INTEGRITY WORSHIP MINISTRIES	2,390,830
INTEGRITY'S HOUSE OF WORSHIP & Design	78/129,910
INTEGRITY FILMS & Design	2,237,172
INTEGRITY MUSIC & Design	1,558,871
INTEGRITY REWARDS	78/117,207
INTEGRITY TELEVISION & Design	78/075,691
INTERLUDES	1,845,510
JUST FOR KIDS & Design	1,992,992
JUST FOR KIDS & Design	1,891,969
JUST FOR KIDS & Design	1,844,347
KIDS IN THE HOUSE	78/089,474

LIVE PRAISE WORSHIP & Design	2,258,725
MISS PATTY CAKE & Design	2,214,516
MOTOR CITY MASS CHOIR	2,243,965
Music Notes Design	1,611,930
MUSIC THAT MOVES YOU INTO HIS PRESENCE	2,588,641
NEW SONGS FOR WORSHIPING CHURCHES	1,900,466
NEW SONGS FOR WORSHIPING CHURCHES	2,055,124
PRAISE WORSHIP & Design	1,564,211
PRAISE! WALK	1,890,943
PRAISEWALK	1,973,106
PRAISEWORKOUT	78/111,042
PUBLIC PRAISE	1,785,364
QUEST TAPE OF THE MONTH	1,554,446
REFLECTIONS	1,758,083
RENEWAL MUSIC	1,834,363
SCRIPTURE IN SONG	2,154,549
SEMINARS4WORSHIP & Design	78/113,064
SONGS 4 WORSHIP	76/284,236
SONGS THAT TEACH, SONGS THAT PRAISE	1,752,270
SONGS4WORSHIP.COM	78/074,389
SONGTRAX	2,385,244

THE INTERLUDES	656,604
TUNETRACKER SERIES	2,346,605
URBAN PRAISE	2,438,066
URBAN PRAISE WORSHIP	2,294,983
VALUES JUST FOR KIDS	2,556,631
VALUES JUST FOR KIDS & Design	2,556,630
VERTICAL	2,422,285
VERTICAL MUSIC	2,322,532
VERTICALLIFE	78/097,441
WORLD'S BEST PRAISE AND WORSHIP	2,365,405
WORSHIP SOFTWARE	78/118,690
<u>WWW.SONGS4WORSHIP.COM</u>	76/283,977

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
FOR
INTEGRITY INCORPORATED**

INTEGRITY INCORPORATED, a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That on February 15, 2002 the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting the proposed amendment to the stockholders of the Corporation for its consideration and approval. The proposed amendment is as follows:

NOW, THEREFORE, BE IT HEREBY RESOLVED that ARTICLE I of the Certificate of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I

Name

The name of the corporation is Integrity Media, Inc. (the "Corporation")."

SECOND: That thereafter at the Annual Meeting of Stockholders of the Corporation on May 24, 2002, the stockholders of the Corporation adopted the proposed amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, INTEGRITY INCORPORATED has caused this certificate to be signed by a duly authorized officer this 24th day of May, 2002.

INTEGRITY INCORPORATED

/s/ P. Michael Coleman

P. Michael Coleman, Chairman, President
and Chief Executive Officer