

RECC

03-27-2003



102401628

Attorney Docket No.: 45390-0063-0909

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

OFFICE OF PUBLIC RECORDS
2003 MAR 10 AM 9:47
FINANCE SECTION

1. Name of conveying party(ies):
FEN (NY), Inc.

3-10-03

3. Nature of conveyance:
 Assignment
 Security Agreement
 Other:
 Merger
 Change of Name
Execution Date: **October 8, 2002**

2. Name and address of receiving party(ies):
**Family Education Network, Inc.
20 Park Plaza
Boston, MA 02116**
 Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: **New York**
 Other:
If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No **N/A**
(Designations must be a separate document from Assignment)

4. A. Application number(s):
76/454,757

B. Trademark Registration No.(s):

5. Name and address of party to whom correspondence document should be mailed:
**Jessica N. Cohen, Esq.
C/O TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, N.W.
Washington, D.C. 20004**
Telephone: (212) 309-6764
Facsimile: (212) 309-6273
E-Mail: **jcohen@morganlewis.com**

6. Total number of applications and registrations involved: **[1]**
7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ **40.00**
_____ x \$25.00 = \$ **0.00**
Total \$ **40.00**
 Authorized to be charged to deposit account

8. Deposit account number: **13-4520**

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.
Jessica N. Cohen, Esq. _____ **March 4, 2003**
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments and document: **[4]**

03/27/2003 GT0N11 00000029 134520 76454757
01 FC:8521 40.00 CH

FILING RECEIPT

ENTITY NAME: FAMILY EDUCATION NETWORK, INC.

DOCUMENT TYPE: AMENDMENT (DOMESTIC BUSINESS)
PURPOSES NAME

COUNTY: NEWY

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

FILED:11/14/2002 DURATION:***** CASH#:021114000666 FILM #:021114000652

ADDRESS FOR PROCESS

REGISTERED AGENT



FILER	FEES		PAYMENTS	
		145.00		145.00
	FILING	60.00	CASH	0.00
MORGAN, LEWIS & BOCKIUS LLP	TAX	0.00	CHECK	145.00
101 PARK AVE.	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	0.00
NEW YORK, NY 10178-0060	HANDLING	75.00	BILLED	0.00
			REFUND	0.00

DOS-1025 (11/89)

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
FEN (NY), INC.

Pursuant to Section 805 of the New York Business Corporation Law

FEN (NY), Inc., a New York corporation (the "Corporation"), hereby certifies as follows:

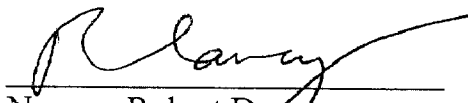
- A. The name of the Corporation is FEN (NY), Inc. The name under which it was originally incorporated was The Learning Network Inc.
- B. The Certificate of Incorporation of the Corporation was filed with the Department of State, Albany, New York, on the 28th day of June, 2000 (as amended, the "Certificate").
- C. The Certificate is hereby amended to change the name of the Corporation by striking Article 1 of the Certificate in its entirety and inserting the following:
 - 1. The name of the Corporation is

Family Education Network, Inc.
- D. The Certificate is hereby amended to change the purpose of the Corporation by striking Article 2 of the Certificate in its entirety and inserting the following:
 - 2. The purpose of the Corporation is to serve as an educational resource for teachers, children and parents by offering a wide range of informational materials and services, teaching and study aides, and general educational products, as well as publishing educational books and other written materials. The Corporation may also engage in any other lawful act or activity for which corporations may be organized under the New York Business Corporation Law, except that (a) nothing herein shall authorize the Corporation to operate or maintain a charter school, nursery school, elementary school or secondary school and (b) nothing herein shall authorize the Corporation to operate or maintain a college or university or to grant degrees or credit leading to a degree.
- E. All other provisions of the Certificate shall remain unmodified and in full force and effect.
- F. This Certificate of Amendment to the Certificate was duly adopted by the unanimous written consent of the Board of Directors and by the unanimous written consent of the

holder of all of the outstanding stock of the Corporation entitled to vote in accordance with Sections 615, 708(b) and 805 of the New York Business Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Senior Vice President this 8th day of October, 2002.

FEN (NY), INC.

By: 
Name: Robert Dancy
Title: Senior Vice President