

REC



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OFFICE OF PUBLIC RECORDS
2003 APR -1 PM 3:04
FINANCE SECTION

To the Commissioner of Trademarks.

1. Name of conveying party(ies):
ACNielsen EDI, Inc. **4-103**

*Individuals *Association
*General Partnership *Limited Partnership
 Corporation -- California
*Other _____
Additional name(s) of conveying party(ies) attached? *Yes
*No

2. Name and address of receiving party(ies):
Nielsen EDI, Inc.
6255 Sunset Boulevard
20th Floor
Hollywood, California 90028

*Individual(s) citizenship: _____
*Association: _____
*General Partnership: _____
*Limited Partnership: _____
 Corporation-State: California
*Other: Limited Liability Company _____
If assignee is not domiciled in the United States, a domestic
representative designation is attached:
*Yes *No
(Designation 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: June 28, 2002

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

A. Trademark Application No.(s)		B. Trademark registration No.(s)			
75/751009	75/848640	2,438,282	1,965,802	2,073,327	2,678,558
		2,085,412	1,964,310	2,100,788	2,669,604
		2,426,350	2,553,319	1,984,821	2,669,600

Additional numbers attached? *Yes No

5. Mail correspondence to:

Michael R. Graham, Esq.
MARSHALL, GERSTEIN & BORUN
6300 Sears Tower -- 233 South Wacker Drive
Chicago, Illinois 60606
(312) 474-6300

6. Total number of applications and registrations
involved: 14

7. Attached is a check in the amount of \$365.00 the total fee
due pursuant to 37 C.F.R. §3.41.

8. Commissioner is hereby authorized to charge any
deficiency in the amount enclosed or any additional fees which
may be required under 37 C.F.R. §3.41, or credit any
overpayment, to Deposit Account No. 13-2855. A copy of this
Recordation Form Cover Sheet is enclosed.

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.

Michael R. Graham
Name of Person Signing

Signature

March 25, 2003
Date

Total number of pages comprising cover sheet: 4

04/02/2003 DBYRNE 00000030 75751009
01 FC:8521 40.00 DP
02 FC:8522 325.00 DP



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 23 2002

Secretary of State



CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ACNIELSEN EDI, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JUL 23 2002

BILL JONES, Secretary of State

We, Earl H. Doppelt the Vice President and James A. Ross the Assistant Secretary of ACNIELSEN EDI, INC., a corporation duly organized and existing under the laws of State of California, do hereby certify:

1. That they are the Vice President and the Assistant Secretary, respectively, of ACNIELSEN EDI, INC., a California corporation.
2. That an amendment to the Articles of Incorporation of this corporation has been approved by the Board of Directors.
3. The amendment so approved by the Board of Directors is as follows:

Article I of the Articles of Incorporation of said corporation is amended to read as follows:

"The name of the corporation is NIELSEN EDI, INC."


4. That the shareholders have adopted said amendment by written consent. That the wording of said amendment as approved by written consent of the shareholders is the same as that set forth above. That said written consent was signed by the holders of outstanding shares having not less than the minimum number of required votes of shareholders necessary to approve said amendment in accordance with Section 902 of the California Corporation Code.
5. That the designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or give written consent to said amendment for approval thereof are as follows:

Designation	Number of shares outstanding entitled to vote or give written consent	Minimum percentage vote required to approve
Common	800	More than 50%

6. That the number of shares of each class of stock which gave written consent in favor of said amendment exceeded the minimum percentage vote required of each class entitled to vote, as set forth above.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements contained in the foregoing certificate are true of their own knowledge.

Executed at New York, New York on June 28, 2002.



Earl H. Doppelt, Vice President



James A. Ross, Assistant Secretary

