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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):

American Management Association

4-78-03

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

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

3 Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: September 19, 1997

2. Name and address of receiving party(ies)

Name: American Management Association International

Internal

Address: _____

Street Address: 1601 Broadway

City: New York State: NY Zip: 10019

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- 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

OFFICE OF THE COMMISSIONER OF PATENTS AND TRADEMARKS
FINANCE SECTION
2003 APR 28 PM 2:15

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,997,747

Additional number(s) attached Yes No

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

Name: Keith E. Sharkin

Internal Address: King & Spalding LLP

Street Address: 1185 Avenue of the Americas

City: New York State: NY Zip: 10036-4003

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11-0980

DO NOT USE THIS SPACE

9. Signature.

Keith E. Sharkin
Name of Person Signing

Signature

April 21, 2003
Date

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

04/30/2003 TBIAZI 00000221 110980 1997747
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Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
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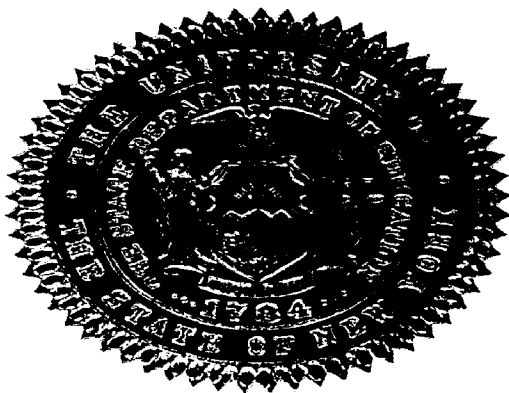


AMERICAN MANAGEMENT ASSOCIATION INTERNATIONAL
AMENDMENT OF CERTIFICATE OF INCORPORATION


This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of September 19, 1997,

An application having been made by and on behalf of the trustees of the American Management Association, for an amendment of its certificate of incorporation, it was

Voted, that the certificate of incorporation of the American Management Association, located in the city, county, and state of New York, which was granted by action of the Board of Regents under the corporate name "American Management Associations" on September 28, 1972; which corporation was consolidated by Regents action on April 27, 1973 with the American Foundation for Management Research, Inc., the International Management Association, Inc., The Presidents Association, Inc. and the Society for Advancement of Management, Inc., all domestic not-for-profit corporations formed by filings with the Secretary of State on, respectively, June 14, 1960, January 24, 1956, April 11, 1961 and February 5, 1936; which certificate of incorporation of such consolidated corporation was amended by Regents action on November 16, 1984 to change the corporate name to "American Management Association" and September 15, 1995 be, and the same hereby is, amended to change the corporate name to "American Management Association International" and to add authority for the corporation to conduct its activities in any jurisdiction within or without the United States.



Granted, September 19, 1997, by the Board of Regents of The University of the State of New York, for an on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 22,377.


Chancellor


President of the University and
Commissioner of Education