

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇌ ⇌ ⇌ ▼

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Prentice-Hall, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: December 28, 2000

2. Name and address of receiving party(ies)

Name: Pearson Education, Inc.

Internal
Address: _____

Street Address: 1 Lake Street

City: Upper Saddle River State: New Jersey Zip: 07468

- 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)

B. Trademark Registration No.(s)

2,129,442 2,129,443

Additional number(s) attached Yes No

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

Name: Jeffrey H. Greene, Esq.

Internal Address: c/o Morgan, Lewis & Bockius LLP
38th Floor

Street Address: 101 Park Avenue

City: New York State: NY Zip: 10178

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:

13-4520

(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.

Jeffrey H. Greene, Esq.



January 9, 2004

Name of Person Signing

Signature

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

DEC 28 2000 12:53 FR MORGAN LEWIS NY

212 309 7070 TO 12702#3453900000 P.03/03

AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
PRENTICE-HALL, INC.

Prentice-Hall, Inc, a corporation organized under the laws of the State of Delaware (the "Corporation"), pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, as amended (the "Act"), executes the following Amendment to the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on February 11, 1929 (the "Certificate"):

(A) The first paragraph of the Certificate is hereby amended to read in its entirety as follows:

FIRST: The name of this corporation (hereinafter called the "Corporation") is Pearson Education, Inc.

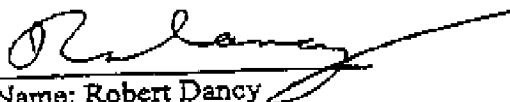
(B) All other provisions of the Certificate shall remain unmodified and in full force and effect.

(C) This amendment to the Corporation's Certificate shall be effective at 12:01 A.M. on January 1, 2001.

(D) The amendment effected herein was authorized by a consent in writing, setting forth the action so taken, unanimously signed by the holders of all outstanding shares of the Corporation's capital stock entitled to vote thereon pursuant to Sections 228 and 242 of the Act.

IN WITNESS WHEREOF, the Corporation, for purposes of amending the Certificate pursuant to the Act, does make, file and record this Amendment to the Certificate of Incorporation of Prentice-Hall, Inc., and does hereby certify that the facts herein stated are true under the penalties of perjury, and has caused this Certificate to be executed by Robert Dancy, its Senior Vice President and Secretary, this 28th day of December, 2000.

PRENTICE-HALL, INC.

By: 
Name: Robert Dancy
Title: Senior Vice President and Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 12/28/2000
001656734 - 0252618

*** TOTAL PAGE.03 ***