



09-05-2003



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

RECORDED & INDEXED

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. 9-203
[ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[ ] Corporation-State
[ ] Other Corporation--Delaware
Additional name(s) of conveying party(ies) attached? [ ] Yes [ ] No

2. Name and address of receiving party(ies)
Name: Pearson Education, Inc.
Internal Address:
Street Address: One Lake Street
City: State: NJ Zip: 07458
[ ] 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

3. Nature of conveyance:
[ ] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[ ] Other
Execution Date: 1/1/01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2093238; 2162778
Additional number(s) attached [ ] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jessica N. Cohen, Esq.
Internal Address: Morgan, Lewis & Bockius LLP
Attn.: TMSU
Street Address: 1111 Pennsylvania Avenue, NW
City: Washington State: DC Zip: 20004

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: DA 13-4520

DO NOT USE THIS SPACE

9. Signature.
Jessica N. Cohen Name of Person Signing
Jessica N. Cohen Signature
September 2, 2003 Date
Total number of pages including cover sheet, attachments, and document: 2

09/04/2003 6T0M11 00000117 134520 2093238
01 FC:8521 40.00 BA
02 FC:8522 25.00 BA

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

TRADEMARK REEL: 002816 FRAME: 0908

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  
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\*\* TOTAL PAGE.03 \*\*