

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	CHANGE OF NAME
-----------------------	----------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Agora Media Inc.		02/04/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Waterfront Media Inc.
Street Address:	45 Main Street
Internal Address:	Suite 406
City:	Brooklyn
State/Country:	NEW YORK
Postal Code:	11201
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	78350343	WATERFRONT MEDIA
Serial Number:	78350341	WATERFRONT MEDIA

CORRESPONDENCE DATA	
Fax Number:	(212)407-4001
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212.407.4000
Email:	nytrademark@loeb.com
Correspondent Name:	Alexandra N. DeNeve
Address Line 1:	345 Park Avenue
Address Line 2:	18th Floor
Address Line 4:	New York, NEW YORK 10154

ATTORNEY DOCKET NUMBER:	204955-10004
-------------------------	--------------

NAME OF SUBMITTER:	Veronica T. Thomas
--------------------	--------------------

Total Attachments: 2  
 source=Agora Media1#page1.tif

**CH \$65.00 78350343**



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WATERFRONT MEDIA INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE ELEVENTH DAY OF MARCH, A.D. 2003, AT 5 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE ELEVENTH DAY OF MARCH, A.D. 2003, AT 5:01 O'CLOCK P.M.

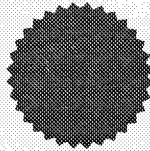
RESTATED CERTIFICATE, FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2003, AT 5:44 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "AGORA MEDIA INC." TO "WATERFRONT MEDIA INC.", FILED THE FOURTH DAY OF FEBRUARY, A.D. 2004, AT 4:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

3486391 8100H

040162889



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2967212

DATE: 03-03-04

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
AGORA MEDIA INC.

I, Brian Cooper, being the Secretary of Agora Media Inc., a corporation existing under the laws of the State of Delaware (the "Corporation"), do hereby certify as follows:

FIRST: The name of the Corporation is: Agora Media Inc.

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 31, 2002 (the "Certificate of Incorporation").

THIRD: The Certificate of Incorporation is hereby amended by striking Article FIRST thereof in its entirety and substituting in lieu thereof a new Article FIRST, which shall read in its entirety as follows:

"FIRST: The name of the corporation is: Waterfront Media Inc."

FOURTH: This Certificate of Amendment of Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

FIFTH: Pursuant to a resolution of the Board of Directors and in accordance with Section 228 of the Delaware General Corporation Law, a written consent of the stockholders of the Corporation approved the amendment by a vote of the necessary number of shares required by statute.

IN WITNESS WHEREOF, the undersigned affirms that the statements made herein are true under the penalties of perjury, this 31<sup>st</sup> day of January 2004.

/s/ BRIAN COOPER  
Brian Cooper  
Secretary

NY 308633.1  
70495510964

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:36 PM 02/04/2004  
FILED 04:36 PM 02/04/2004  
SRV 040078132 - 3486391 FILE