

07-13-2004

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Attorney Docket No.: 45390-0063-0908

102745852

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

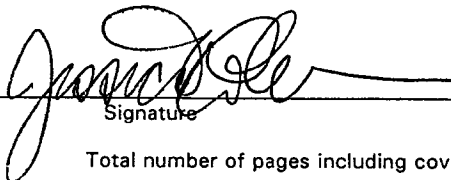
<p>1. Name of conveying party(ies):</p> <p>The Family Education Network, Inc.</p>	<p>2. Name and address of receiving party(ies):</p> <p>FEN (Delaware), Inc. 20 Park Plaza Boston, MA 02116</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: Delaware <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input type="checkbox"/> No N/A</p> <p>(Designations must be a separate document from Assignment)</p>																					
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: October 9, 2002</p>	<p>4. A. Application number(s): 76/385,323 76/385,324 76/061,588</p> <p>B. Trademark Registration No.(s):</p> <table border="0"> <tr><td>2,618,711</td><td>2,286,787</td><td>1,231,894</td></tr> <tr><td>2,301,008</td><td>2,273,723</td><td>2,437,407</td></tr> <tr><td>2,273,722</td><td>2,327,396</td><td>2,337,376</td></tr> <tr><td>2,243,975</td><td>2,446,829</td><td>2,379,462</td></tr> <tr><td>1,968,986</td><td>2,488,478</td><td>2,491,376</td></tr> <tr><td>2,273,724</td><td>2,096,870</td><td>2,413,921</td></tr> <tr><td>2,273,368</td><td>1,231,893</td><td>2,099,675</td></tr> </table>	2,618,711	2,286,787	1,231,894	2,301,008	2,273,723	2,437,407	2,273,722	2,327,396	2,337,376	2,243,975	2,446,829	2,379,462	1,968,986	2,488,478	2,491,376	2,273,724	2,096,870	2,413,921	2,273,368	1,231,893	2,099,675
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<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Jessica N. Cohen, Esq. C/O TMSU Morgan, Lewis & Bockius LLP 1111 Pennsylvania Avenue, N.W. Washington, D.C. 20004</p> <p>Telephone: (212) 309-6764 Facsimile: (212) 309-6273 E-Mail: jcohen@morganlewis.com</p>	<p>6. Total number of applications and registrations involved: [24]</p> <p>7. Total fee (37 CFR 3.41) Cal. $\frac{1}{23} \times \\$40.00 = \\$ 40.00$ $\frac{23}{23} \times \\$25.00 = \\$ 575.00$ Total \$ 615.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 13-4520</p> <p style="text-align: right;"><i>Charge Fee</i></p>																					

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.

Jessica N. Cohen, Esq.
Name of Person Signing


Signature

March 4, 2003
Date

Total number of pages including cover sheet, attachments and document: **[3]**

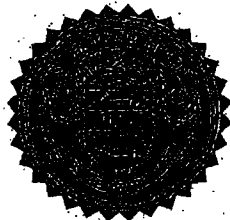
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE FAMILY EDUCATION NETWORK, INC.", CHANGING ITS NAME FROM "THE FAMILY EDUCATION NETWORK, INC." TO "FEN (DELAWARE), INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 2002, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2231580 8100

AUTHENTICATION: 2028816

020628496

DATE: 10-10-02

TRADEMARK
REEL: 002891 FRAME: 0873

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
THE FAMILY EDUCATION NETWORK, INC.**

Pursuant to Section 242 of the Delaware General Corporation Law

The Family Education Network, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

- A. The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of Delaware on May 25, 1990 (as amended, the "Certificate").
- B. The Certificate is hereby amended to change the name of the Corporation by striking the first paragraph of the Certificate in its entirety and inserting the following:

FIRST: The name of the Corporation is FEN (Delaware), Inc.
- C. All other provisions of the Certificate shall remain unmodified and in full force and effect.
- D. This Certificate of Amendment to the Certificate was duly adopted by the unanimous written consent of the Board of Directors and by the unanimous written consent of the holders of all of the outstanding stock of the Corporation entitled to vote in accordance with Sections 141(f), 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its Senior Vice President this 9th day of October, 2002.

THE FAMILY EDUCATION NETWORK,
INC.

By: _____

Name: Robert Dancy
Title: Senior Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 10/09/2002
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