

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/04/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MAXPREPS, INC.		04/04/2007	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	CBS MAXPREPS INC.
Street Address:	3161 Cameron Park Drive
City:	Cameron Park
State/Country:	CALIFORNIA
Postal Code:	95682
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	3237495	MAXPREPS
Registration Number:	3237490	MAX PREPS
Registration Number:	3233098	MAXPREPS
Serial Number:	77106607	TRUPREPS
Registration Number:	3238759	MAXPREPS.COM AMERICA'S SOURCE FOR HIGH SCHOOL SPORTS
Registration Number:	2593898	WAVESHIFT
Registration Number:	2541153	SPORTSHUDDLE

**CORRESPONDENCE DATA**

Fax Number: (212)975-0111  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-975-4321  
 Email: trademarks@cbs.com  
 Correspondent Name: Mallory Levitt

CH \$190.00 3237495

Address Line 1: 51 West 52nd Street  
Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	FOR CSTV
NAME OF SUBMITTER:	Mallory Levitt
Signature:	/ml/
Date:	12/14/2007

**Total Attachments: 3**  
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source=CBS Maxpreps Name Change Cert#page2.tif  
source=CBS Maxpreps Name Change Cert#page3.tif

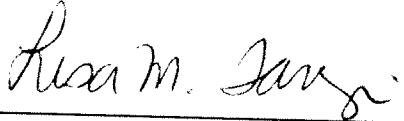
**CBS MAXPREPS INC.**

Assistant Secretary's Certificate

I, Lisa M. Tanzi, Assistant Secretary of CBS MAXPREPS INC., a California corporation (the "Corporation"), do hereby certify that an Agreement of Merger between CBS MAXPREPS INC. (the "Merger Sub") and MAXPREPS, INC. (the "Surviving Corporation") was filed with the Secretary of State of the State of California on the 4th day of April, 2007 and that the Surviving Corporation changed its name to CBS MAXPREPS INC. in an Amended and Restated Articles of Incorporation (the "Articles") of the Corporation filed on the same date and attached hereto as EXHIBIT A and that said Articles are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of December, 2007.

[Corporate Seal]

By:   
Name: Lisa M. Tanzi  
Title: Assistant Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CBS MaxPreps Inc.

## I.

The name of the Corporation is CBS MaxPreps Inc.

## II.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

## III.

The Corporation is authorized to issue only one class of shares, which shall be designated Common Stock, no par value. The total authorized number of shares of stock which the Corporation shall have authority to issue is 200.

## IV.

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. In particular, no director of the Corporation shall be liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for acts or omissions that involve intentional misconduct or a knowing and culpable violation of law, (b) for acts or omissions that the director believes to be contrary to the best interests of the Corporation or its shareholders or that involve the absence of good faith on the part of the director, (c) for any transaction from which the director derived an improper personal benefit, (d) for acts or omissions that show a reckless disregard for the director's duty to the Corporation or its shareholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing the director's duties, of a risk of serious injury to the Corporation or its shareholders, (e) for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's duty to the Corporation or its shareholders, (f) under Section 310 of the California Corporations Code, as the same exists or hereafter may be amended or (g) under Section 316 of the California Corporations Code, as the same exists or hereafter may be amended. The Corporation is also authorized, to the fullest extent permissible under California law, to indemnify its agents (as defined in Section 317 of the California Corporations Code), whether by

bylaw, agreement or otherwise, for breach of duty to the Corporation and its shareholders in excess of that expressly permitted by Section 317 and to advance defense expenses to its agent in connection with such matters as they are incurred, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code. Any repeal or modification of the foregoing by the stockholders of the Corporation entitled to vote thereon shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification. If, after the effective date of this Article, California law is amended in a manner which permits a corporation to limit the monetary or other liability of its directors or to authorize indemnification of, or advancement of such defense expenses to, its directors or other persons, in any such case to a greater extent than is permitted such effective date, the references in this Article to "California law" shall to that extent be deemed to refer to California law as so amended.

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