

09-08-1998



FORM PTO-1594

U.S. DEPARTMENT OF COMMERCE

1-31-92

100824075

Patent and Trademark Office

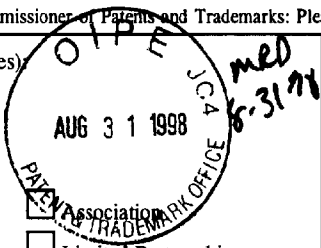
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or certified copy thereof.

1. Name of conveying Party(ies)

REED PROPERTIES INC.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

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



2. Name and Address of receiving Party(ies):

Name: REED ELSEVIER PROPERTIES INC.

Internal Address: _____

Street Address: 1105 North Market Street, Suite 912

City: Wilmington State: DE Zip: 19801

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

Execution Date: October 17, 1994

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

REG# 1,680,326 - BRG (stylized)

Additional sheet attached? Yes No

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

Elizabeth M. Leasure
Coudert Brothers
1627 I Street, N.W.
Washington, DC 20006
Tel. 202-775-5100

Attorney Docket No. REPL 56857-03

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account No.: 03-3370 40E

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.

Elizabeth M. Leasure
Name of Person Signing

Elizabeth M. Leasure
Signature

August 31, 1998
Date

Total number of pages including cover sheet, attachments, and document: Four (4)

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40.00 DP

TRADEMARK
REEL: 1784 FRAME: 0907

I, EDWARD J. FREEL, 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 "REED PROPERTIES INC.", CHANGING ITS NAME FROM "REED PROPERTIES INC." TO "REED ELSEVIER PROPERTIES INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 1994, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2249637 8100
950210831

AUTHENTICATION:

DATE: 7642637
09-18-95

TRADEMARK
REEL: 1784 FRAME: 0908

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
REED PROPERTIES INC**

Reed Properties Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The Board of Directors of the Corporation at a duly noticed meeting on September 22, 1994 unanimously adopted resolutions setting forth a proposed amendment as follows of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and directing that the proposed amendment be considered by the stockholders of the Corporation:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article FIRST so that, as amended, said Article FIRST shall be as follows:

"FIRST: The name of this corporation is
REED ELSEVIER PROPERTIES INC."

SECOND: Thereafter the stockholders of the Corporation, acting by written consent pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, duly approved the amendment.

THIRD: This amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Mark L. Seeley, its President and attested by

James M. Mulligan, Jr., its Secretary this 17th day of October
_____, 1994.

BY: Mark Sode
President

ATTEST: James M. Mulligan
Secretary