

03-13-2001

RCE



To the Honorable Commissioner of Patents

original documents or copy thereof.

1. Name and Address of Conveying Party(ies):  
Nest Entertainment, Inc.  
6100 Colwell Blvd.  
Irving, Texas 75039

101635627  
*Re*  
3-2-01

2. Name and Address of Receiving Party(ies):  
NestFamily.com, Inc.  
6100 Colwell Blvd.  
Irving, Texas 75039

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Corporation -- State: <u>Delaware</u>
<input type="checkbox"/>	Other: _____
Additional Name(s) of Conveying Party(ies) Attached	

<input type="checkbox"/>	Individual(s)
<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership
<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Corporation -- State: <u>Delaware</u>
<input type="checkbox"/>	Other: _____
Additional Name(s) of Receiving Party(ies) Attached	

3. Nature of Conveyance:

<input type="checkbox"/>	Assignment
<input type="checkbox"/>	Security Agreement
<input type="checkbox"/>	Merger
<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other: _____

Assignee is not domiciled in the United States, a Domestic Representative Designation is Attached.

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
\*  
**PLEASE SEE ATTACHED EXHIBIT "A"**

<input checked="" type="checkbox"/>	Additional Numbers Attached
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Execution Date:

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Kay Lyn Schwartz  
Gardere & Wynne, L.L.P.  
1601 Elm Street, Suite 3000  
Dallas, Texas 75201  
  
214-999-4702 - Telephone  
214-999-4667 - Facsimile

6. Total Number of Applications and Registrations Involved: 16

7. Total Fee (37 CFR 3.41): \$ 80.00

<input checked="" type="checkbox"/>	Previously submitted
<input type="checkbox"/>	Authorized to be Charged to Deposit Account
<input checked="" type="checkbox"/>	Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

*Kay Lyn Schwartz*  
\_\_\_\_\_  
Kay Lyn Schwartz, Reg. No. 39,020  
February 27, 2001 Date

**Certificate of Mailing**  
I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to the Commissioner for Patents and Trademarks, Washington, DC 20231 on:  
February 27, 2001 Date  
*Cathy Grzesiak*  
\_\_\_\_\_  
Cathy Grzesiak

Mail To: Commissioner of Patents and Trademarks,  
Box ASSIGNMENTS, Washington, D.C. 20231 Total # of Pages Including This Cover Sheet: 7

## EXHIBIT A

Name	Registration Number
Nest Logo (design only)	2,001,958
Nest Entertainment	1,918,806
Nest Entertainment and design	1,946,045
Nest Entertainment and design	2,024,260
Nest Entertainment	1,918,767
The Animated Stories from the Bible	75/491,229
The Animated Stories from the New Testament	75/492,472
Nest Entertainment	2,263,003
Nest Entertainment and design	75/489,286
Rich Animation Studios	75/489,290
Nest Literary Classics and design	75/748,566
It All Begins With Books	2,341,454
NestEntertainment.com	76/037,802
NestFamily.com	76/037,959
NestFamily.com	76/037,958
NestEntertainment.com	76/037,957

DALLAS 936341v1

Office of the Secretary of State



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 "NEST ENTERTAINMENT, INC.", CHANGING ITS NAME FROM "NEST ENTERTAINMENT, INC." TO "NESTFAMILY.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2000, AT 3 O'CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2294223 8100

001151320

AUTHENTICATION: 0339142

DATE: 03-24-00

TRADEMARK  
REEL: 002248 FRAME: 0468

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
NEST ENTERTAINMENT, INC.**



Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, Nest Entertainment, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Board of Directors of the Corporation, by unanimous consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, adopted a resolution setting forth and declaring advisable the following proposed amendment to the Certificate of Incorporation of the Corporation.

**"FIRST:** The name of the Corporation is NestFamily.com, Inc."

**SECOND:** That thereafter, pursuant to resolution of the Board of Directors, the proposed amendment was submitted to the stockholders of the Corporation, and the necessary number of shares as required by statute was voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Certificate of Incorporation to be executed this 16 day of February, 2000.

NEST ENTERTAINMENT, INC.

By: K. Douglas Martin  
Name: K. Douglas Martin  
Title: President + CEO

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
NEST ENTERTAINMENT, INC.**

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**FOURTH:** That this Certificate of Amendment shall be effective upon the filing hereof.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Certificate of Incorporation to be executed this 16 day of February, 2000.

NEST ENTERTAINMENT, INC.

By: *K. Douglas Martin*  
Name: K. Douglas Martin  
Title: TREAS + CEO

State of Delaware

Office of the Secretary of State PAGE 1



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 RESTATED CERTIFICATE OF "NEST ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 1998, AT 12 O' CLOCK P.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

2294223 8100

981221207

AUTHENTICATION: 9128572

DATE: 06-09-98

TRADEMARK

REEL: 002248 FRAME: 0471

Attorney(s): KLS/cvg

Nest Logo (design only)	2,001,958	112813-3003-1
Nest Entertainment	1,918,806	112813-3006
Nest Entertainment and design	1,946,045	112813-3008
Nest Entertainment and design	2,024,260	112813-3010
Nest Entertainment	1,918,767	112813-3015
The Animated Stories from the Bible	75/491,229	112813-3100
The Animated Stories from the New Testament	75/492,472	112813-3101
Nest Entertainment	2,263,003	112813-3102
Nest Entertainment and design	75/489,286	112813-3103
Rich Animation Studios	75/489,290	112813-3104
Nest Literary Classics and design	75/748,566	112813-3106
It All Begins With Books	2,341,454	112813-3107
NestEntertainment.com	76/037,802	112813-3109
NestFamily.com	76/037,959	112813-3110
NestFamily.com	76/037,958	112813-3111
NestEntertainment.com	76/037,957	112813-3112

Check Amount: SN/A

Today's Date: 02/27/01

- |                                     |  |                                     |                                     |
|-------------------------------------|--|-------------------------------------|-------------------------------------|
| <input checked="" type="checkbox"/> | Other: Corrected Cover Sheet;<br>Original Recordation Form Cover<br>Sheet with attachments | <input checked="" type="checkbox"/> | First Class Mail                    |
| <input type="checkbox"/>            | Express Mail _____   | <input type="checkbox"/>            | Hand Delivery via Rachel Carmichael |
| <input type="checkbox"/>            | Certificate of Mailing   |                                     |                                     |