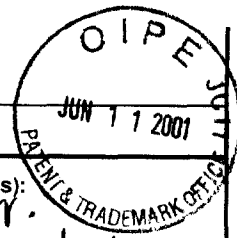


06-19-2001



101753389

ments or copy thereof.



To the Honorable Commissioner of Patents and Tra

1. Name and Address of Conveying Party(ies):

Nest Entertainment, 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	

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

NestFamily.com, Inc.
 6100 Colwell Blvd.
 Irving, Texas 75039

CON. MRD 6/11/01

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

3. Nature of Conveyance:

<input type="checkbox"/>	Assignment
<input type="checkbox"/>	Security Agreement
<input type="checkbox"/>	Merger
<input type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Other: <u>Correction submission of original Notice of Recordation because 75/492,472 should be 75/492,474</u>

Execution Date:

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

A. Trademark Application No.(s)

 B. Trademark Registration No.(s) 75/492,474
 REVISED FROM 75/492,472

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

06/14/2001 GTDN11 00000132 75492474
 01 F0:481 40.00 DP

6. Total Number of Applications and Registrations Involved: 16

7. Total Fee (37 CFR 3.41): \$ 40.00

<input 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

June 8, 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:

June 8, 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

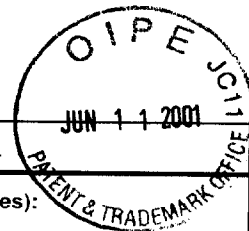
Name	Registration Number
Nest Logo (design only)	2,001,958
Nest Entertainment	1,918,806
Nest Entertainment and design	1,946,045
Nest Entertainment and design	2,024,260
Nest Entertainment	1,918,767
The Animated Stories from the Bible	75/491,229
The Animated Stories from the New Testament	75/492,472
Nest 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

08-13-2001



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

<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	

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 Receiving Party(ies) Attached	
Assignee is not domiciled in the United States, a Domestic Representative Designation is 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: _____

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

*
PLEASE SEE ATTACHED EXHIBIT "A"

<input type="checkbox"/>	X*	Additional Numbers Attached
--------------------------	----	-----------------------------

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, 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

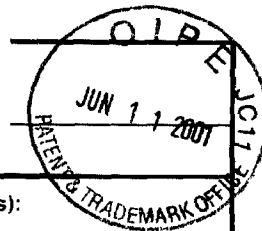
Cathy Grzesiak

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

11-30-2000



101532280



To the Honorable Commissioner of Patents and Trademarks. Please record this document as a copy of the original.

1. Name and Address of Conveying Party(ies):
Nest Entertainment, Inc. *MRD 11.6.00*

<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	

2. Name and Address of Receiving Party(ies):
NestFamily.com, Inc.

<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: _____

Execution Date: _____

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
-------------------------------------	-----------------------------

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"/>	Enclosed
<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
November 1, 2000 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:
November 1, 2000 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: 4

11/01/00 MTHALL 00000103 070153 2001933
FE481 40.00 DP
FE482 305.00 CH 40.00 DP
DALLAS 935988v1

Office of the Secretary of State



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: 002315 FRAME: 0522



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: [Signature]
Name: K. Douglas Martin
Title: PRES + CEO



**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.

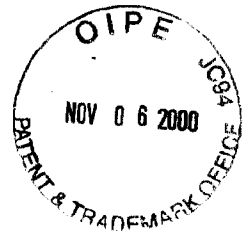
IN WITNESS WHEREOF, the Corporation has caused this Amendment to its Certificate of Incorporation to be executed this 16 day of February, 2000.

NEST ENTERTAINMENT, INC.

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

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.



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

Edward J. Freel, Secretary of State

2294223 8100

981221207

RECORDED: 06/11/2001

AUTHENTICATION: 9128572

DATE: 06-09-98

TRADEMARK
REEL: 002315 FRAME: 0525