

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		CHANGE OF NAME	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Music Plus, Inc.		01/11/2005	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Mondo Publishing, Inc.		
Street Address:	980 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2785714	MONDO BEL BUILDING ESSENTIAL LITERACY A DESIGN APPROACH	
Registration Number:	2785715	MONDO BEL BUILDING ESSENTIAL LITERACY A DESIGN APPROACH	
CORRESPONDENCE DATA			
Fax Number:	(212)798-6902		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-326-0150		
Email:	mshine@pryorcashman.com		
Correspondent Name:	Stephen B. Rodner		
Address Line 1:	7 Times Square		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	02851.06		
NAME OF SUBMITTER:	Stephen B. Rodner		
Signature:	/Stephen B. Rodner/		

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REEL: 004102 FRAME: 0617

Date:

11/24/2009

Total Attachments: 3

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION

OF
MUSIC PLUS, INC.

Under Section 805 of the Business Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

JAN 21 2005

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CY: 10/20

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Filed by: Pryor Cashman Sherman & Flynn, LLP
410 Park Avenue
New York, New York 10022

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MUSIC PLUS, INC.**

Under Section 805 of the Business Corporation Law

It is hereby certified that:

- FIRST:** The name of the corporation is Music Plus, Inc. (the "Corporation").
- SECOND:** The Certificate of Incorporation of the Corporation was filed by the Department of State of New York on September 18, 1986.
- THIRD:** The amendments of the Certificate of Incorporation of the Corporation effected by this Certificate of Amendment are as follows:

1. To change the name of the Corporation;
2. To change the aggregate number of shares of common stock which the Corporation shall have authority to issue from 5,000 shares, par value \$0.01 per share ("Old Common"), to 695,000 shares, par value \$0.01 per share ("Common Stock") and to create classes of non-voting Common Stock and voting Common Stock;
3. To change the 2,480 shares of issued Old Common into 2,480 shares of issued voting Common Stock, par value \$0.01 per share ("Voting Common Stock"), the terms of change being at the rate of one issued share of Old Common for one issued share of Voting Common Stock;
4. To change the 2,520 shares of unissued Old Common into (i) 642,520 shares of unissued Voting Common Stock, the terms of change being at the rate of one unissued share of Old Common for 254.9682 unissued shares of Voting Common Stock, and (ii) 50,000 shares of unissued non-voting Common Stock, par value \$0.01 per share ("Non-Voting Common Stock"), the terms of change being at the rate of one unissued share of Old Common for 19.8412 unissued shares of Non-Voting Common Stock; and
5. All 5,000 shares of Preferred Stock of the Corporation, par value \$100 per share, shall remain unchanged.

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FOURTH: To accomplish the foregoing amendments:

(a) The Certificate of Incorporation of the Corporation relating to the name of the Corporation is amended to read as follows:

1. The name of the corporation is Mondo Publishing, Inc.

(b) (i) The first paragraph of Section 4 of Article Fifth of the Certificate of Incorporation of the Corporation, relating to the aggregate number of shares of capital stock and the creation of classes of non-voting and voting common stock is amended to read as follows:

4. The aggregate number of shares of capital stock which the Corporation shall have authority to issue is 700,000, of which 50,000 shall be Non-Voting Common Stock, par value \$0.01 per share (the "Non-Voting Common Shares"), 645,000 shall be Voting Common Stock, par value \$0.01 per share (the "Voting Common Shares"; the Voting Common Shares, together with the Non-Voting Common Shares, the "Common Shares"), and 5,000 shall be Preferred Stock, par value \$100 per share (the "Preferred Shares").

Non-Voting Common Shares

Non-Voting Common Shares shall not be entitled to vote on any matter, but shall be equal to Voting Common Shares in all other respects.

(ii) All remaining provisions of said Section 4 of Article Fifth shall remain unchanged.

FIFTH: The foregoing amendments of the Certificate of Incorporation of the Corporation were authorized by the consent in writing of all of the members of the Board of Directors of the Corporation, followed by the written consent of holders of all of the outstanding shares entitled to vote thereon in accordance with Section 615 of the Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment and does hereby affirm the foregoing as true under the penalties of perjury, this 11th day of January, 2005.

**/s/ Mark Vincis
Mark Vincis, President**

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