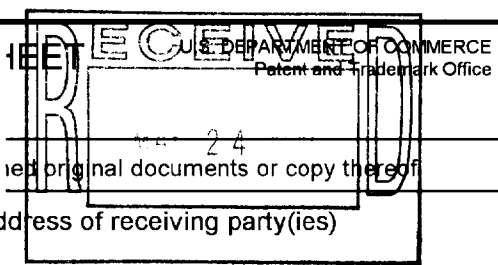


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06-01-1999



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To the Honorable Commissioner of Patents

24
with original documents or copy thereof

1. Name of conveying party(ies):
Prevue Networks, Inc.
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: TV Guide Networks, Inc.
Internal Address: _____
Street Address: 7140 South Lewis Avenue
City: Tulsa State: Oklahoma ZIP: 74136
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date(s): February 27, 1999

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date(s) of the application is/are:
_____ and the attorney docket number is: UV-3 C1

A. Patent Application No.(s)

B. Patent No.(s)
5,828,420

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Fish & Neave
Internal Address: Matthew T. Byrne
Street Address: 1251 Avenue of the Americas
City: New York State: NY ZIP: 10020-1104

6. Total number of applications and patents involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed Authorized to be charged to deposit account
 Charge excess/credit overpayment to deposit account
8. Deposit account number:
06-1075
(Attach duplicate copy of this page if paying by deposit account)

05/28/1999 MTHA11 00000248 5828420

DO NOT USE THIS SPACE

9. Statement and signature. ^{40.00 DP}
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.
Matthew T. Byrne _____ 05/18/99
Name of Person Signing Signature Date

Reg. No. 40,934

Total number of pages including cover sheet, attachments, and document:

3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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 "PREVUE NETWORKS, INC.", CHANGING ITS NAME FROM "PREVUE NETWORKS, INC." TO "TV GUIDE NETWORKS, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 1999, AT 2 O'CLOCK P.M.

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03-12-99

PATENT
REEL: 009980 FRAME: 0011

3-1-99

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
PREVUE NETWORKS, INC.**

PREVUE NETWORKS, INC., a Delaware corporation (the "Corporation"), hereby certifies that:

1. The amendment set forth herein was duly adopted in accordance with Section 242 of the General Corporation Law of Delaware.

2. Article First is hereby amended to read in its entirety, as follows:


"FIRST. The name of the Corporation is:

TV Guide Networks, Inc."

3. All other remaining provisions of the Certificate of Incorporation not amended hereby shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its Senior Vice President on this 27th day of February, 1999.

PREVUE NETWORKS, INC.

By: 
Charles Butler Ammann
Senior Vice President

[SEAL]