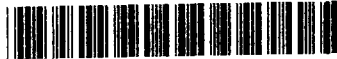


01-25-2001



101593196

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

1.9-01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

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Conveyance Type

Assignment Security Agreement

License Change of Name

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Conveying Party(ies)

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01/24/2001 DBYRNE 00000059 08986835
01 FC:581 360.00 OP

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PATENT
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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Application Number(s) or Patent Number(s) Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

<input type="text" value="08/986,835"/>	<input type="text" value="09/545,247"/>	<input type="text"/>	<input type="text" value="Re. 36,776"/>	<input type="text"/>	<input type="text"/>
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<input type="text" value="09/417,227"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="6,089,873"/>	<input type="text"/>	<input type="text"/>

If this document is being filed together with a new Patent Application, enter the date the patent application was

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT PCT PCT
PCT PCT PCT

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

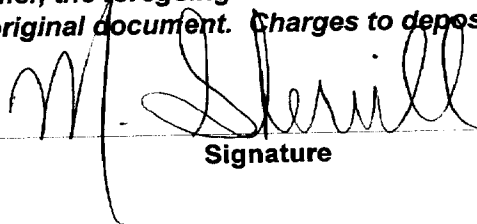
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

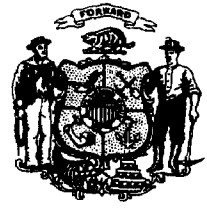
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Michael S. Sherrill
Name of Person Signing



Signature

January 5, 2001
Date



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read 'Ray Allen'.

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read 'Patricia Ueber'.

DATE: DEC 27 2000

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DF/CCS/Corp
Form 4
WISCONSIN
7MS

RECEIVED

01 B037815

DEC - 5 2000 **ARTICLES OF AMENDMENT**
Stock (for profit)

WISCONSIN
DFI

A. Name of Corporation: Baby Think It Over, Inc.
(prior to any change effected by this amendment)

Text of Amendment (Refer to the existing articles of incorporation and instruction A. Determine those items to be changed and set forth below the number identifying the paragraph being changed and how the amended paragraph is to read.)

effective January 1, 2001,

RESOLVED, THAT, the articles of incorporation be amended as follows:

Article 1
Name

The name of the corporation is BTIO Educational Products, Inc.

OK Res
8/24/01

AGCT 00002129 CLASS CODE 310
TRX 0001313508 CLASS CODE \$40.00
TRX 0001313510 Amount \$25.00

B. Amendment(s) adopted on November 30, 2000
(date)

Indicate the method of adoption by checking the appropriate choice below:

In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)

OR

In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

This document has a delayed effective date of January 1, 2001.

C. Executed on behalf of the corporation on November 30, 2000
(date)

Mary M. Jurmala
(signature)

Mary M. Jurmala
(printed name)

President
(officer's title)

D. This document was drafted by Sebastian J. Geraci, Attorney
(name of individual required by law)

FILING FEE - \$40.00 OR MORE
SEE REVERSE for Instructions, Suggestions, Filing Fees and Procedures

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ARTICLES OF AMENDMENT

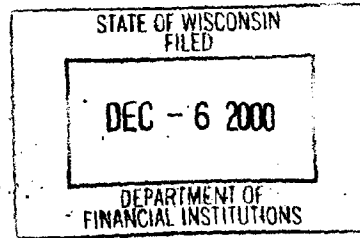
\$40.00 + \$25.00 Exp

Stock(for profit)

Chop. 180

Name Change

EFFECTIVE DATE: 1-1-2001



Mr. Sebastian J. Geraci
 Garvey, Anderson, Johnson, Geraci & Mitt, S.C.
 P.O. Box 187
 Eau Claire, WI 54702-0187

Please indicate where you would like the acknowledgement copy of the filed document sent. Please include complete name and mailing address.

Your phone number during the day: (715) 834 - 3425

INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P.O. Box 7846, Madison, Wisconsin, 53707-7846. (If sent by Express or Priority U.S. mail, address to 30 W. Mifflin Street, 9th Floor, Madison WI 53703). The original must include an original, manual signature (see 180.1220(3)(c), Wis. Stats.). If you have any additional questions, please call the Division of Corporate and Consumer Services at 608/266-3590.

A. State the name of the corporation (before any changes effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "RESOLVED, THAT, Article 1 of the Articles of Incorporation is hereby amended to read as follows. . . . etc.")

If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 Wis. Stats. for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003 Wis. Stats. for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005 Wis. Stats. for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer (or incorporator if directors have not yet been elected) of the corporation or the fiduciary if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary. At least one copy must bear an original manual signature.

D. If the document is executed in Wisconsin, sec. 182.01(3) Wis. Stats. provides that it shall not be filed unless the name of the drafter (either an individual or a governmental agency) is printed in a legible manner. If document is NOT drafted in Wisconsin, please so state.

FILING FEES

Submit the document with a minimum filing fee of \$40.00, payable to DEPT. OF FINANCIAL INSTITUTIONS. If the amendment causes an increase in the number of authorized shares, provide an additional fee of 1 cent for each new authorized share. When the document has been filed, an acknowledgement copy stamped "FILED" will be sent to the address indicated above.