

01-22-1999

U.S. Department of Commerce
Patent and Trademark Office

RE



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To the Honorable Commissioner of Patents and Trademarks: Please return the attached original document(s) or copy thereof.

1. Name of conveying party(ies):

K-III REFERENCE CORPORATION

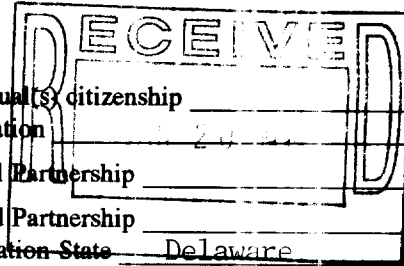
- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: PRIMEDIA REFERENCE INC.

Address: One International Boulevard
Mahwah, New Jersey 07495



- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name **33**
- Other _____

Execution Date: November 14, 1997

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 672,509

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799
David Sternbach, Esq.

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41). \$ 40.00

Enclosed

Any deficiency is authorized to be charged to
Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

David Sternbach
Name of Person Signing

David Sternbach
Signature

January 13, 1999
Date

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

Mail to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1843 FRAME: 0220

State of Delaware

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 "K-III REFERENCE CORPORATION", CHANGING ITS NAME FROM "K-III REFERENCE CORPORATION" TO "PRIMEDIA REFERENCE INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1997, AT 10 O'CLOCK A.M.

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



Edward J. Freel
Edward J. Freel, Secretary

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971391120

AUTHENTICATION: 8761070

DATE: 11-17-97

TRADEMARK
REEL: 1843 FRAME: 0221

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

K-III REFERENCE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

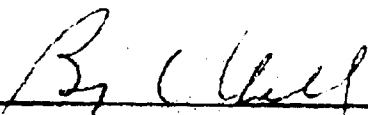
FIRST: That the Board of Directors of the Corporation duly adopted resolutions setting forth and declaring advisable a proposed amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the First Article so that, as amended, said Article shall be and read as follows: "The name of the Corporation is **PRIMEDIA Reference Inc.**".

SECOND: That by written consent, filed with the minutes of the Corporation, the sole stockholder approved said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment to the Corporation's Certificate of Incorporation was duly adopted in accordance with the applicable provisions of Section 242 and Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said K-III Reference Corporation has caused this Certificate to be executed by Beverly Chell, its authorized officer, on this 14th day of November, 1997.

By 
Name: **Beverly C. Chell**
Title: **Vice Chairman & Secretary**