

05-03-1999

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101026496

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Reed Properties Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Reed Elsevier Properties Inc.

Internal Address: _____

Street Address: 1105 N. Market St.

City: Wilmington State: DE ZIP: 19801

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

4-15-99

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1428353

Additional numbers attached? Yes No

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

Name: Renee Simonton

Internal Address: Reed Elsevier Properties Inc.

Street Address: 1105 N. Market St.

City: Wilmington State: DE ZIP: 19801

6. Total number of applications and registrations involved: _____



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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

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

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40.00 DP

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.

Renee Simonton, President
Name of Person Signing

Renee Simonton
Signature

April 5, 1999
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231 REEL: 1890 FRAME: 0692

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
REED PROPERTIES INC**

Reed Properties Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

FIRST: The Board of Directors of the Corporation at a duly noticed meeting on September 22, 1994 unanimously adopted resolutions setting forth a proposed amendment as follows of the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and directing that the proposed amendment be considered by the stockholders of the Corporation:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article FIRST so that, as amended, said Article FIRST shall be as follows:

"FIRST: The name of this corporation is
REED ELSEVIER PROPERTIES INC."

SECOND: Thereafter the stockholders of the Corporation, acting by written consent pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, duly approved the amendment.

THIRD: This amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Mark L. Seeley, its President and attested by

James M. Mulligan, Jr., its Secretary this 17th day of October
 , 1994.

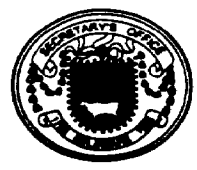
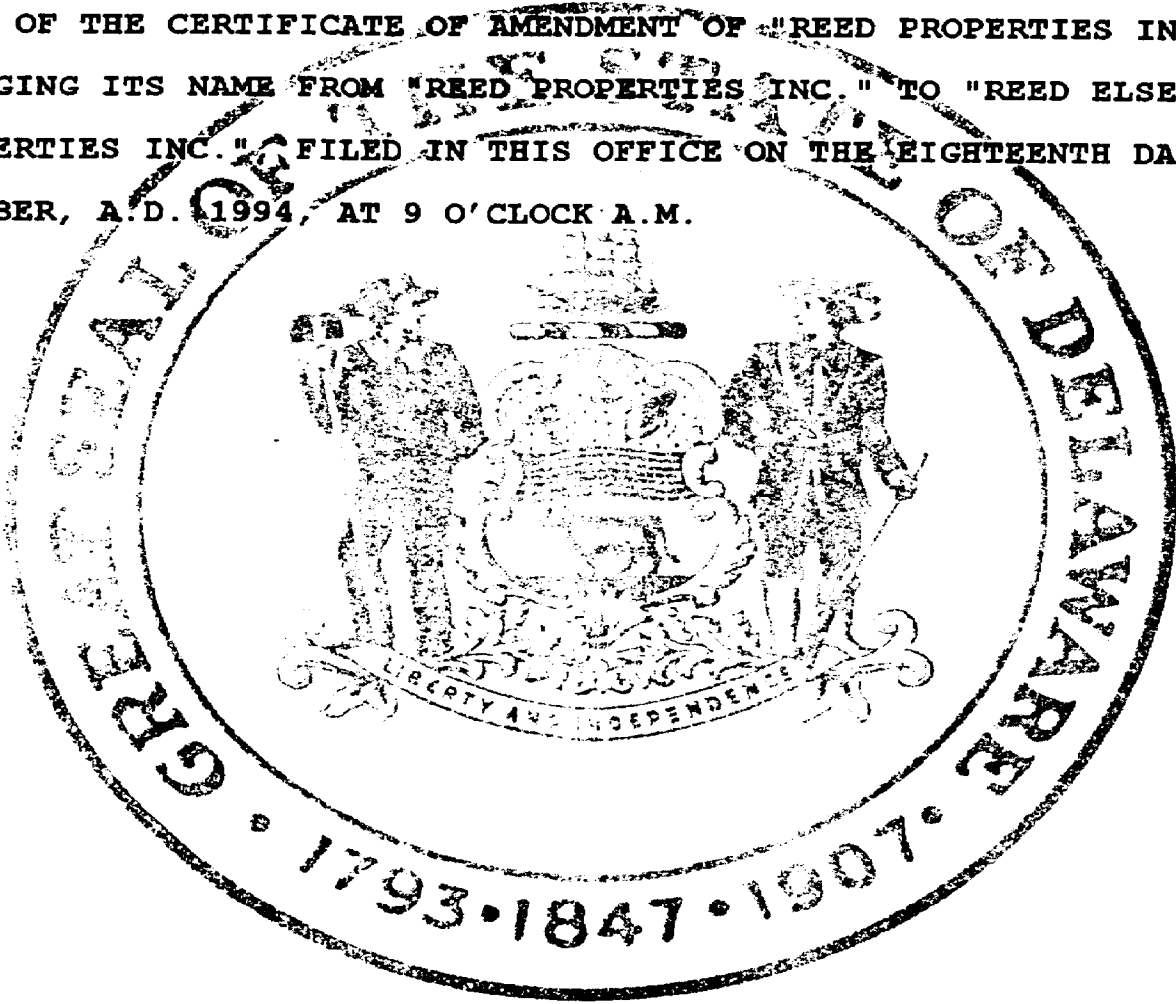
BY: *Mark Sodek*
President

ATTEST: *James M. Mulligan*
Secretary

merger
RPI/REPI

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 CERTIFICATE OF AMENDMENT OF "REED PROPERTIES INC.", CHANGING ITS NAME FROM "REED PROPERTIES INC." TO "REED ELSEVIER PROPERTIES INC." FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF OCTOBER, A.D. 1994, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8555709
07-14-97

DATE: TRADEMARK

RECORDED: 04/15/1999

REEL: 1890 FRAME: 0695