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Davis Wright Tremaine LLP

ANCHORAGE BELLEVUE CHARLOTTE HONOLULU LOS ANGELES NEW YORK
PORTLAND SAN FRANCISCO SEATTLE WASHINGTON, D.C. SHANGHAI

NEW YORK OFFICE
VICTOR A. KOVNER
LAURA R. HANDMAN
ELIZABETH A. McNAMARA
ROBERT D. BALIN
SHARON L. SCHNIEER
EDWARD J. DAVIS
ALEXANDRA NIEL-OLSON

1740 BROADWAY
NEW YORK, NY 10019

TEL (212) 489-8230
FAX (212) 489-8340
www.dwt.com

OF COUNSEL
JOHN C. LANKENAU

KEVIN F. SAER
CAROLYN K. FOLLY
GREGORY A. WELCH
SUSAN CORNICK
JEFFREY H. BLUM
DEIRDRE DAVIS
ANKE E. STEINCKE
MATTHEW A. LUNN

August 15, 2000

Via USPS Express Mail

RECORDATION FORM COVER SHEET - TRADEMARKS

Hon. Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recordal of Change of Name
From: Tadworth Corporation
To: Yellow Book USA, Inc.

Sir:

Please record the attached original document(s) or copy(ies):

1. Submission Type: New
2. Conveyance Type: Change of Name
Effective Date: October 20, 1999
3. Conveying party:
Tadworth Corporation
a Delaware Corporation
100 North Centre Avenue
Rockville Centre, NY 11570

10/04/2000 GTOM11 00000097 040258 74386113

01 FC:481 40.00 CH
02 FC:482 275.00 CH



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Re: Change of Name
From: Tadworth Corporation
To: Yellow Book USA, Inc.

4. Receiving party:
Yellow Book USA, Inc.
a Delaware Corporation
100 North Centre Avenue
Rockville Centre, NY 11570

5. Correspondent Name and Address:
Susan Cornick, Esq.
Davis Wright Tremaine L.L.P.
1740 Broadway
25th Floor
New York, NY 10019
Tel.: 212 489-8230

6. Pages: two (2)

7. Trademark application numbers:

74386113
74386101
75632019
75329092
75329093
75329094

Trademark registration numbers:

1448413
1417063
1201971
1854655
2105840
2215463

8. Number of Properties (total): 12

9. Fee Amount: \$315



August 15, 2000

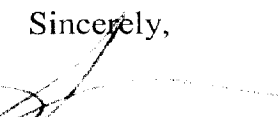
Page 3 of 3

Re: Change of Name
From: Tadworth Corporation
To: Yellow Book USA, Inc.

Please charge our deposit account No. 040258 the sum of \$315.00 to cover the fee for Recordal of Change of Name against twelve (12) trademarks. Please charge any deficiency or credit any overcharge to said Deposit Account.

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.

Sincerely,

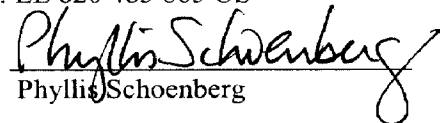

Susan Cornick
August 15, 2000

CERTIFICATE OF EXPRESS MAILING

I certify that this correspondence is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated below and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3514, Box Assignments.

Mailing Date: August 15, 2000.

Label No.: EL 620 485 865 US

Signature: 
Phyllis Schoenberg

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 "TADWORTH CORPORATION", CHANGING ITS NAME FROM "TADWORTH CORPORATION" TO "YELLOW BOOK USA, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1999, AT 1 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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0036256

AUTHENTICATION:

10-20-99

DATE:

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TADWORTH CORPORATION

TADWORTH CORPORATION, a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

- I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 and has been consented to in writing by the sole stockholder, in accordance with Section 228 of the General Corporation Law of the State of Delaware.
- II. Article One of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

The name of the Corporation is YELLOW BOOK USA, INC.

IN WITNESS WHEREOF, TADWORTH CORPATION has caused this Certificate to be executed by Jan Vinokour, its authorized officer, on this 20th day of September, 1999.


Title: Vice President and Secretary