



101540080

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

1. Name of conveying party(ies):

HCC-EDI, LLC

11.15.00

- Individual(s)
- General Partnership
- Corporation
- Other Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies)

Name: Educational Design, LLC

Internal Address: _____

Street Address: 345 Hudson Street

New York, NY 10014-4502

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

yes no

(Designations must be a separate document for an assignment) addition name(s) & address(es) attached?

yes no

3. Nature of Conveyance:

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

Execution Date: December 10, 1999

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

A. Trademark Application No.(s)

75/463,306

B. Trademark Registration No.(s)

1,706,951
2,269,099
2,165,234

Additional numbers attached: yes no

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

Name: HOWSON AND HOWSON

Internal Address: _____

Street Address: P.O. BOX 457

One Spring House Corporate Center

City: Spring House State: PA Zip: 19477

6. Total number of applications and registrations involved:..... 4

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08-3040

(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.

Stanley B. Kita

Name of Person Signing

Signature

Date

12/10/00

Total number of pages, including cover sheet, attachments, and document: 1

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
HCC-EDI, LLC**

This Certificate of Amendment to Certificate of Formation of HCC-EDI, LLC (the "LLC"), dated December 10, 1999, is being duly executed and filed by Paul J. Crecca, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

1. The Certificate of Formation shall be amended as follows:

The name of the limited liability company hereby is

Educational Design, LLC

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation as of the date first above written.

Authorized Person:

/s/ Paul J. Crecca
Name: Paul J. Crecca

DOCSC\793341.3

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/17/1999
991544951 - 3095502

State of Delaware
Office of the Secretary of State

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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 "HCC-EDI, LLC", CHANGING ITS NAME FROM "HCC-EDI, LLC" TO "EDUCATIONAL DESIGN, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3095502 8100

991544951

AUTHENTICATION: 0148347

DATE: 12-17-99

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Name: Paul J. Crecca

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