

10-01-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

OPR/FINANCE

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 #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
5-8-96

Conveying Party

Mark if additional names of conveying parties attached

Name WESTERN PUBLISHING COMPANY, INC.

Execution Date
Month Day Year
5-8-96

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name GOLDEN BOOKS PUBLISHING COMPANY, INC.

DBA/AKA/TA

Composed of

Address (line 1) 888 SEVENTH AVENUE

Address (line 2)

Address (line 3) NEW YORK NEW YORK 10106
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization DELAWARE

10/01/1998 JSHBAZZ 00000075 231220 1709967

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1794 FRAME: 0071

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="1,709,967"/>	<input type="text" value="1,105,116"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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 account.)

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.

SUSAN CRANE

Name of Person Signing

Susan L. Crane

Signature

9/14/98

Date Signed

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 RESTATED CERTIFICATE OF "WESTERN PUBLISHING COMPANY, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 1996, AT 11:45 O'CLOCK A.M.



0868262 8100
971017030

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8297074

DATE: 01-23-97

TRADEMARK
REEL: 1794 FRAME: 0073

RESTATED

CERTIFICATE OF INCORPORATION

OF

WESTERN PUBLISHING COMPANY, INC.

Pursuant to Sections 245 and 242 of the General Corporation Law
of the State of Delaware

The undersigned, the President of Western Publishing
Company, Inc. (the "Corporation"), certifies that:

1. The Corporation was originally incorporated under the
name of WPC, Inc. and the Corporation's original certificate of
incorporation was filed with the Delaware Secretary of State on
March 1, 1979.

2. The certificate of incorporation is hereby amended to
effect the following amendments:

- (a) To change the name of the Corporation.
- (b) To change the par value of the Common Stock of the
Corporation.
- (c) To change the address of the registered office of
the Corporation.

3. The certificate of incorporation, as amended
heretofore, is hereby amended and, as so amended, restated to
read in its entirety as set forth below:

ARTICLE 1

The name of the corporation is Golden Books Publishing
Company, Inc.

ARTICLE 2

The address of its registered office in the State of
Delaware is 1209 Orange Street, Wilmington, Delaware 19801,
County of New Castle. The name of its registered agent at such
address is The Corporation Trust Company.

ARTICLE 3

The purpose of the corporation is to engage in any lawful
act or activity for which corporations may be organized under the
General Corporation Law of Delaware.

ARTICLE 4

The total number of shares of stock which the corporation shall have authority to issue is one hundred (100) consisting of one class only, designated Common Stock, of the par value of \$.01 per share.

ARTICLE 5

The number of directors which shall constitute the whole Board of Directors shall be fixed by or in the same manner provided in the by-laws of the corporation.


ARTICLE 6

Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

ARTICLE 7

The by-laws of the corporation may be adopted, amended or repealed by the Board of Directors or the stockholders, but no by-laws adopted by the stockholders shall be amended or repealed by the Board of Directors, unless the by-laws adopted by the stockholders have conferred such authority upon the Board of Directors. Any by-law adopted by the Board of Directors shall be subject to amendment or repeal by the stockholders as well as by the Board of Directors.

Dated as of May 8, 1996


Richard E. Snyder
President