FORM **PTO-1594** 07-20-2000 U.S. DEPARTMENT OF COMMERCE HEET REC((Rev. 6-93) Patent and Trademark Office OMB No. 0651-0011 (exp. 4/94) 101409631 To the Honorable Commissioner of Pate. hed original documents or copy thereof. 1. Name of conveying party(ies): 2. Name and address of receiving party(ies) NAOG Inc. Name: North American Membership Group Inc. Internal Address: □ Association ☐ Individual(s) Street Address: 12301 Whitewater Drive ☐ General Partnership Limited Partnership City: Minnetonka State: MN ZIP: 55343 XXI Corporation-State Delaware Other ☐ Individual(s) citizenship_____ Additional name(s) of conveying party(ies) attached? ☐ Yes XXNo Association □ General Partnership____ 3. Nature of conveyance: ☐ Limited Partnership____ X⊠ Corporation-State Delaware □ Assignment □ Merger □ Other ☐ Security Agreement Change of Name If assignee is not domiciled in the United States, a domestic representative designation ☐ Other __ is attached: ☐ Yes ☐ No Execution Date: May 4, 2000 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached?

YesXX No 4. Application number(s) or patent number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See attached Schedule "A". See attached Schedule "B". Additional numbers attached?

Yes

No 6. Total number of applications and 5. Name and address of party to whom correspondence registrations involved: concerning document should be mailed: Jeffrey C. Katz, Esq. 7. Total fee (37 CFR 3.41)..........\$ 1,015.00 DAVIS & GILBERT LLP Internal Address: XX Enclosed Authorized to be charged to deposit account Street Address: 1740 Broadway 8. Deposit account number: City: New York State: NY ZIP: 10019 (Attach duplicate copy of this page if paying by deposit account) 07/19/2000 ASCOTT 00000126 75527106 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.

Signature

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

Jeffrey C. Katz, Esq.
Name of Person Signing

SCHEDULE "A"

<u>Mark</u>	Ser. No.	Filing Date
NORTH AMERICAN SPORTSMAN'S CLUB	75/527106	07/27/98
PURSUIT VIDEO SERIES	75/657149	03/10/99
FISHING INFORMATION NETWORK	75/800877	09/15/99
HANDYMAN HOW-TO THE OFFICIAL PUBLICATION OF THE HANDYMAN CLUB OF AMERICA and Design	75/913737	02/09/00
COOKING CLUB OF AMERICA	76/003796	03/20/00
NORTH AMERICAN OUTDOORS	76/003797	03/20/00
NATIONAL HOME GARDENING CLUB	76/003798	03/20/00
NORTH AMERICAN HUNTING CLUB	76/003799	03/20/00
HANDYMAN CLUB OF AMERICA	76/003847	03/20/00
NORTH AMERICAN FISHING CLUB	76/003848	03/20/00
NORTH AMERICAN FISHING CLUB	76/003849	03/20/00
HANDYMAN CLUB OF AMERICA	76/006346	03/21/00
COOKING CLUB OF AMERICA	76/010941	03/23/00
NORTH AMERICAN HUNTING CLUB	76/010942	03/23/00

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SCHEDULE "B"

<u>Mark</u>	Registration No.	Registration Date
NORTH AMERICAN HUNTING CLUB INC. and Design	1,206,787	08/31/82
NORTH AMERICAN HUNTING CLUB and Design	1,213,653	10/19/82
NORTH AMERICAN HUNTING CLUB and Design	1,235,693	04/26/83
HUNTERS INFORMATION SERIES	1,564,020	10/31/89
NORTH-AMERICAN-HUNTING-CLUB and Design	1,564,199	11/07/89
NORTH AMERICAN FISHING CLUB and Design	1,592,775	04/24/90
NORTH AMERICAN FISHERMAN NORTH AMERICAN FISHING CLUB and Design	1,608,177	07/31/90
NORTH AMERICAN OUTDOORS	1,741,803	12/22/92
NATIONAL OUTDOORS RADIO PROGRAM and Design	1,773,212	05/25/93
F.I.N. AFFILIATE NORTH AMERICAN FISHING CLUB FISHING INFORMATION NETWORK and Design	1,844,675	07/12/94
HANDYMAN CLUB OF AMERICA and Design	1,854,867	09/20/94
HANDYMAN CLUB OF AMERICA	1,859,293	10/18/94
AMERICAN HOW-TO	1,860,929	11/01/94
FISHING CLUB OF AMERICA	1,926,054	10/10/95
ANGLING ON AUDIO	2,017,047	11/19/96
NORTH AMERICAN ANGLER VIDEO ADVENTURE	2,031,097	01/14/97

TRADEMARK REEL: 002106 FRAME: 0150

<u>Mark</u>	Registration No.	Registration Date
NORTH AMERICAN HUNTING ODYSSEY VIDEO COLLECTION	2,033,549	01/28/97
NORTH AMERICAN FISHING CLUB and Design	2,043,385	03/11/97
GARDENING HOW-TO	2,082,607	07/22/97
NATIONAL HOME GARDENING CLUB	2,082,618	07/22/97
OFFICIAL PUBLICATION OF THE NATIONAL HOME GARDENING CLUB GARDENING HOW-TO (Stylized)	2,082,622	07/22/97
COMPLETE ANGLER'S LIBRARY	2,082,958	07/29/97
NATIONAL HOME GARDENING CLUB and Design	2,186,919	09/01/98
NATIONAL HOME GARDENING CLUB and Design	2,259,719	07/06/99
COOKING CLUB OF AMERICA	2,260,114	07/06/99
COOKING PLEASURES	2,265,732	07/27/99

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 "NAOG INC.", CHANGING

ITS NAME FROM "NAOG INC." TO NORTH AMERICAN MEMBERSHIP GROUP

INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2000,

AT 9 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

3105294 8100

001227941

35 April 1

AUTHENTICATION: 0420264

DATE: 05-04-00

REEL: 002106 FRAME: 0152

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 05/04/2000 001227941 - 3105294

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF NAOG INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

NAOG Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify as follows:

FIRST: The name of the Corporation is NAOG Inc.

SECOND: The Certificate of Incorporation was filed with the Secretary of the State of the State of Delaware on October 4, 1999.

THIRD: Resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that said amendment be considered by the sole stockholder of the Corporation were duly adopted by the Board of Directors of the Corporation.

FOURTH: Thereafter, said amendment was approved by written consent of the sole stockholder of the Corporation.

FIFTH: The Certificate of Incorporation is hereby amended to change the name of the Corporation.

Article "FIRST" of the Certificate of Incorporation shall be deleted, and substituting in lieu thereof the following new Article "FIRST":

"FIRST: The name of the corporation is North American Membership Group Inc."

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REEL: 002106 FRAME: 0153

IN WITNESS WHEREOF, this certificate has been subscribed by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

Dated: April 1, 2000

Name: Nancy Evensen Title: Vice President

- 2 -

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** TOTAL PAGE.03 **