

SCHEDULE "A"

<u>Mark</u>	<u>Ser. No.</u>	<u>Filing Date</u>
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

SCHEDULE "B"

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
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

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
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 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

3105294 8100

001227941

AUTHENTICATION: 0420264

DATE: 05-04-00

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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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