

NCTD

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FILED
In the Office of the Secretary of State
of the State of California

DEC 05 2001

Bill Jones
BILL JONES, Secretary of State

1656522

**AMENDED STATEMENT BY
FOREIGN CORPORATION**

ABC Children's Network, Inc.

(Name of Corporation)

_____, a corporation organized
and existing under the laws of Delaware, and which is presently
(State or Place of Incorporation)

qualified for the transaction of intrastate business in the State of California, makes the
following statement:

That the name of the corporation has been changed to that hereinabove set forth and
that the name relinquished at the time of such change was _____

Fox Children's Network, Inc.

ABC Children's Network, Inc.

(Name of Corporation)

Marsha L. Reed

(Signature of Corporate Officer)

Marsha L. Reed, Secretary

(Typed Name and Title of Officer Signing)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "FOX CHILDREN'S NETWORK, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ABC CHILDREN'S NETWORK, INC.", THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1481289

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DATE: 12-04-01