

08-28-1998

Tab settings

To the Honorable Commissioner of Pa



attached original documents or copy thereof.

1. Name of conveying party(ies):

100808888

American Research Group, Inc.

Name: Global Knowledge Network, Inc.

Internal Address: One Van de Graaff Drive

Street Address:

City: Burlington State: MA ZIP: 01803

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

MRTD 8-21-98

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

Execution Date: 12-1-97

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,738,690

1,887,532

Additional numbers attached? Yes No

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

Name: Larry L. Coats

Internal Address: Rhodes, Coats & Bennett

Post Office Box 5

Street Address:

City: Raleigh State: NC ZIP: 27602

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

08/25/1998 DNGUYEN 00000089 1738690

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

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.

Larry L. Coats

Name of Person Signing

Signature

8/18/98

Date

Total number of pages comprising cover sheet:

6

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

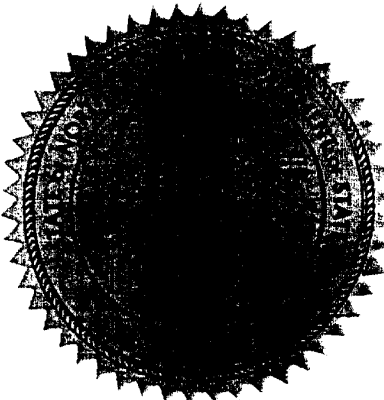
ARTICLES OF MERGER

OF

**AMERICAN RESEARCH GROUP, INC.
INTO
GLOBAL KNOWLEDGE NETWORK, INC.**

the original of which was filed in this office on the 14th day of April, 1998.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 14th day of April, 1998.



Elaine F. Marshall

Secretary of State ADEMARK

REEL: 1773 FRAME: 0352

03 092 5084

ARTICLES OF MERGER

MERGING

American Research Group, Inc.
(a corporation of the State of North Carolina)

INTO

Global Knowledge Network, Inc.
(a corporation of the State of Delaware)

FIRST: Global Knowledge Network, Inc., a corporation organized and existing under the laws of the State of Delaware ("Global" or "Parent"), and American Research Group, Inc., a corporation organized and existing under the laws of the State of North Carolina ("ARG" or "Subsidiary"), agree that said Subsidiary corporation shall be merged into said Parent. The terms and conditions of the merger and the mode of carrying the same into effect are as set forth herein.

SECOND: Global shall survive the merger and shall continue under the name Global Knowledge Network, Inc.

THIRD: The parties to these articles of merger are Global, a corporation organized on the 18th day of October, 1995, under the General Corporation Law of the State of Delaware, and ARG, a corporation organized and existing under the laws of the State of North Carolina.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said Parent has authority to issue is One Thousand (1,000) shares, consisting of One Thousand (1,000) shares of common stock, \$.01 par value, having an aggregate par value of Ten Dollars (\$10.00). The total number of shares of stock of all classes which said Subsidiary has authority to issue is Ten Million (10,000,000) shares consisting of Nine Thousand (9,000) shares of common stock, \$.01 par value, having an aggregate par value of One Hundred Thousand Dollars (\$100,000).

C-0456002
FILED
11:15am
APR 14 1995
EFFECTIVE
ELAINE F. MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

SIXTH: The number of outstanding shares of each class of ARG and the number of shares owned by Global is as follows:

Class	Total ARG Shares outstanding	Shares owned by Global
Common	9000	9000

SEVENTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

All of the issued and outstanding shares of ARG are owned by Global, the surviving Parent corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of the said merged Subsidiary corporation, but upon the effective date of the articles of merger, the shares of stock of the merged corporation shall be surrendered for cancellation to Global.

EIGHTH: The principal office of said North Carolina Subsidiary is located at 114 Edinburgh South, Suite 200, Cary, N.C. 27512, in the County of Wake.

NINTH: The location of the principal office of the surviving corporation in the State of Delaware, the state of its incorporation, is 1013 Centre Road, Wilmington, DE 19805 and the name and post office address of the resident agent of said surviving corporation in North Carolina is Global Knowledge Network, Inc., P.O. Box 1039, Cary, N.C. 27512-1039.

TENTH: The merger was duly approved by resolution adopted by the unanimous vote of the entire board of directors of ARG, Inc. on December 1, 1997.

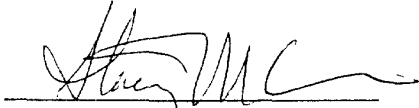
The merger was duly approved by resolution adopted by the unanimous vote of the entire board of directors of Global Knowledge Network, Inc. on December 1, 1997.

ELEVENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said Parent corporation in the manner and by the vote required by the laws of the State of Delaware and by the charter of said Parent corporation.

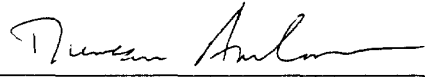
IN WITNESS WHEREOF, ARG, Inc. and Global Knowledge Network, Inc., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents (or vice presidents) and witnessed or attested by their respective secretaries (or assistant secretaries) as of the 1st day of December, 1997.

Attest/Witness:

ARG, Inc.

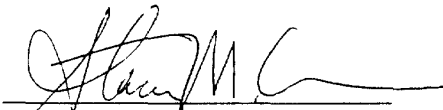


Secretary

By: 
President

Attest/Witness:

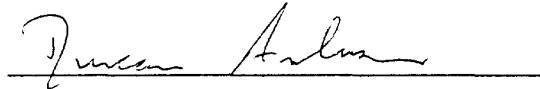
Global Knowledge Network, Inc.



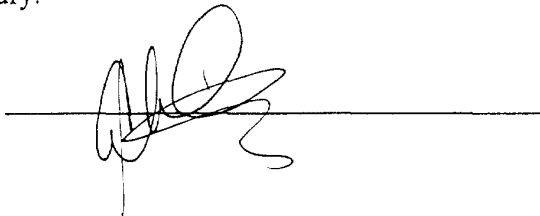
Secretary

By: 
President

THE UNDERSIGNED President (or Vice President) or ARG, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



THE UNDERSIGNED, President (or Vice President) of Global Knowledge Network, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



RHODES, COATS & BENNETT, L.L.P.

ATTORNEYS AT LAW
909 GLENWOOD AVE.
POST OFFICE BOX 5
RALEIGH, NORTH CAROLINA 27602

(919) 832-3946
FAX (919) 831-9056

August 18, 1998

C. ROBERT RHODES
LARRY L. COATS
DAVID E. BENNETT
EDWARD W. RILEE
HOWARD A. MacCORD, JR.
JACK B. HICKS
WILLIAM J. MASON
JAMES L. LESTER
JEFFREY R. McFADDEN
DAVID D. BEATTY
BENJAMIN S. WITHROW
CLINTON H. HALLMAN, JR.**
(Admitted to Va. only)
GILBERT J. ANDIA, JR.
JOHN R. OWEN
DAVID D. KALISH

PATENTS, TRADEMARKS, COPYRIGHTS,
TRADE SECRETS, LICENSING,
UNFAIR TRADE PRACTICES

GREENSBORO OFFICE:
1600 FIRST UNION TOWER
POST OFFICE BOX 2974
GREENSBORO, NORTH CAROLINA 27402
(910) 273-4422
GREENSBORO FAX (910) 271-2830

WILMINGTON OFFICE:
201 NORTH FRONT STREET, SUITE 604
WILMINGTON, NORTH CAROLINA 28401
(910) 763-2382
FAX (910) 763-2386

Honorable Commissioner of Patents
and Trademarks
Box Assignments
Washington, D.C. 20231

RE: Merger

Dear Sir:

Please find enclosed the following documents:

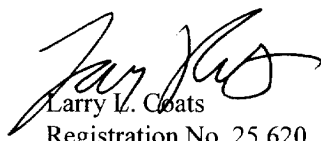
1. Recordation Form Cover Sheet
2. Articles of Merger merging American Research Group into Global Knowledge Network, Inc.

The United States Patent and Trademark Office is respectfully requested to record the above-identified merger which affects United States Federal Trademark Registration Nos. 1,738,690 and 1,887,532 and to show that the same has been transferred from American Research Group, Inc. to Global Knowledge Network, Inc.

A check for \$65.00 is enclosed to cover the cost. In the event that there are additional fees or costs, the Trademark Office is hereby authorized to charge any additional fees or costs to the Deposit No. 18-1167.

Respectfully submitted,
RHODES, COATS AND BENNETT, L.L.P.

By:


Larry L. Coats

Registration No. 25,620
Telephone: (919) 832-3946

LLC:jms
Enclosures
P-3555.011

3374-061
006

RECORDED: 08/21/1998

TRADEMARK
REEL: 1773 FRAME: 0356