

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

11-23-1998

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



100908745

11-04-1998

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

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
Effective Date
Month Day Year
- ☒ Change of Name
- ☐ Other

Conveying Party

☐ Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☐ Citizenship/State of Incorporation/Organization

Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ 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.)

☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

11/23/1998 DNGUYEN 00000014 2043693

FOR OFFICE USE ONLY

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

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

REEL: 1817 FRAME: 0779

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 213-485-1234

Name

Mark A. Flagel, Esq.

Address (line 1)

Latham & Watkins

Address (line 2)

633 West 5th Street, Suite 4000

Address (line 3)

Los Angeles,

Address (line 4)

California 90071-2007

Pages

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

17

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)

2,043,693	1,977,886	

Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

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.

Cathleen Calkins

Name of Person Signing

Signature

11/2/98

Date Signed

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 28, 1997

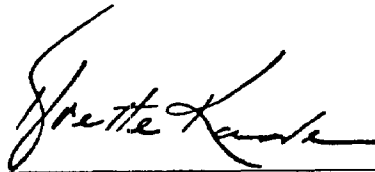
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

, - CLASSROOM CONNECT, INC.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Incorporation and all Amendments

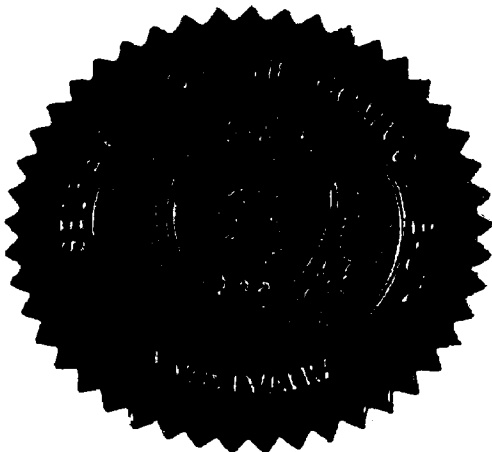
which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Secretary of the Commonwealth

CFEN



ARTICLE 1, SECTION 1

DECEMBER 9, 1982

Filing Fee: \$75
\$100

Articles of Incorporation—
Domestic Business Corporation
Close Corporation

82-67 1074

Line for numbering

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 9th day of December 1982

Commonwealth of Pennsylvania
Department of State

William P. Reimer

Secretary of the Commonwealth slg

(Box for Certification)

WEHTWORTH PUBLISHING COMPANY
NAME OF CORPORATION

A CLOSE CORPORATION

In compliance with the requirements of section 173 of the Business Corporation Law, act of May 5, 1933 (P. L. 404-115 P. S. 11473), the undersigned, desiring to be incorporated as a business corporation which is a close corporation, hereby certifies (certify) that:

1. The name of the corporation is:

WEHTWORTH PUBLISHING COMPANY

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

24 West King Street (STREET)

Lancaster Pennsylvania 17603 (ZIP CODE)

3. The corporation is incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

To engage in and do any lawful act concerning any and all lawful business for which a corporation may be incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania.

4. The term for which the corporation is to exist is: Perpetual

5. The aggregate number of shares which the corporation shall have authority to issue is:

One hundred (100) shares common stock of \$1.00 par value.

M. B. REIMER COMPANY PHILADELPHIA

82-67 1075

TRADEMARK

REEL: 1817 FRAME: 0782

PCA BCL 375 (Rev. 6-77)

The following provisions shall regulate the status of the corporation as a close corporation:

(a) Strike out (i) or (ii) below, whichever is not applicable:

(i) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than thirty persons.

(ii) All of the issued shares of the corporation of all classes, exclusive of treasury shares, shall be held of record by not more than thirty persons.

(b) All of the issued shares of all classes of the corporation shall be subject to one or more of the restrictions on transfer permitted by section 613.1 of the Business Corporation Law (15 P.S. 11613.1).

(c) The corporation shall make no offering of any of its shares of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as amended.

(d) The corporation shall make no offering of any of its shares of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as amended.

(e) BCL 1382) The business and affairs of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors.

(f) BCL 1376B) The status of the corporation as a close corporation within the meaning of the Business Corporation Law shall not be terminated without the affirmative vote or written consent of all holders of (shareholders holding two-thirds of the shares of all classes of the corporation).

(g) BCL 1384B) (shareholders holding at least 1/3 of the shares of the corporation may apply for the appointment of a provisional director of the corporation in the manner and upon the circumstances provided by statute).

(h) BCL 1384B) (shareholders holding at least 1/3 of the shares of the corporation may apply for the appointment of a provisional director of the corporation in the manner and upon the circumstances provided by statute).

(i) The name(s) and post office address(es) of each incorporator(s) and the number and class of shares subscribed by such incorporator(s) is (are):

NAME	ADDRESS (including street and number, if any)	NUMBER AND CLASS OF SHARE
Timothy P. Wentworth	1909 Larchmont Lane Lancaster, PA 17601	10 common

IN TESTIMONY WHEREOF the incorporator(s) has (have) signed and sealed these Articles of Incorporation this 6th day of October 1982.

SEAL Timothy P. Wentworth SEAL

Commonwealth of Pennsylvania

Department of State



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

WENTWORTH PUBLISHING COMPANY (A CLOSE CORPORATION)

Therefore, Know Ye, *That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.*

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.



Given *under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 9th day of December in the year of our Lord one thousand nine hundred and eighty-two and of the Commonwealth the two hundred seventh*

William R. Davis

Secretary of the Commonwealth

0709968

MARTIN FRUITMAN, ESQ.
130 EAST KING STREET
LANCASTER, PA. 17602

DEC-307

CHANGE OF REGISTERED OFFICE

Commonwealth of Pennsylvania
Department of State-Corporation Bureau
308 North Office Bldg. Harrisburg, PA 17120

Please indicate (check one) type corporation

- ☒ Domestic Business Corporation
☐ Foreign Business Corporation
☐ Domestic Non-Profit Corporation
☐ Foreign Non-Profit Corporation

FEE
\$40.00

1. Name of Corporation

WENTWORTH PUBLISHING COMPANY

2. Address of its present registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Dept).

(number) (street) (city) (state) (zip code) (county)
 24 West King St. Lancaster Pennsylvania 17603 Lancaster

3. Address to which the registered office in this Commonwealth is to be changed:

(number) (street) (city) (state) (zip code) (county)
 1850 Charter Lane Lancaster Pennsylvania 17601 Lancaster

4. (Check, and if appropriate, complete one of the following):

- ☐ Such change was authorized by resolution duly adopted by the Board of Directors of the corporation.
☒ The procedure whereby such change was authorized was:
 Resolution of the shareholders

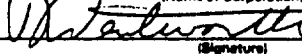
IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed, this 22nd day of October 22, 1985.

(Corporate Seal)

WENTWORTH PUBLISHING COMPANY

BY:

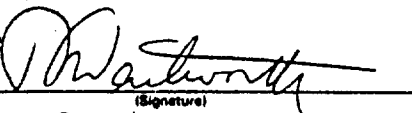
(Name of Corporation)



President

(Title: President, Vice-President, etc.)

ATTEST



Secretary

(Title: Secretary, Assistant Secretary, etc.)

- FOR OFFICE USE ONLY -

030 FILED OCT 28 1985

002 CODE

003 REV BOX

SEQUENTIAL NO.

100 MICROFILM NUMBER

REVIEWED BY

004 ICC

AMOUNT

001 CORPORATION NUMBER

DATE APPROVED

DATE REJECTED

CERTIFY TO

INPUT BY

LOG IN

LOG IN (REFILE)

MAILED BY DATE

☐ REV
☐ L & I
☐ OTHER

VERIFIED BY

LOG OUT

LOG OUT (REFILE)

SECRETARY OF THE COMMONWEALTH
DEPARTMENT OF STATE
COMMONWEALTH OF PENNSYLVANIA

Microfilm Number _____

Filed with the Department of State on JAN 25 1993

Entity Number 709968

[Signature]
Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/8144/8506 (Rev 90)

Indicate type of entity (check one):

- ☒ Domestic Business Corporation (15 Pa.C.S. § 1507) ☐ Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)
☐ Foreign Business Corporation (15 Pa.C.S. § 4144) ☐ Domestic Limited Partnership (15 Pa.C.S. § 8506)
☐ Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: WENTWORTH PUBLISHING COMPANY

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1858 Charter Lane,</u>	<u>Lancaster, Pennsylvania</u>	<u>17601</u>	<u>Lancaster</u>	
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

<u>1861 Colonial Village Lane,</u>	<u>Lancaster, Pennsylvania</u>	<u>17605-0488</u>	<u>Lancaster</u>	
Number and Street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

D8C8:15-1507/4144/5507/6144/8506 (Rev 90)-2

4. (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer this 15 day of December, 1992

WENTWORTH PUBLISHING COMPANY

Name of Corporation/Limited Partnership

BY: Cynthia A. Young
(Signature)

TITLE: President

50 JAN 25 AM 10:17
PA DEPT. OF STATE

Microfilm Number _____
Entry Number 709968

Filed with the Department of State on MAR 31 1994
[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION
DSCB:13-1828 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: Wentworth Publishing Company

2. (Check and complete one of the following):

X The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	1866 Colonial Village Lane	Lancaster	PA	17601	Lancaster
	Number and Street	City	State	Zip	County

(b) c/o:		
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

— The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)					
	Number and Street	City	State	Zip	County

(b) c/o:		
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

— The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

	Number and Street	City	State	Zip	County
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3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
The Doctor's Press, Inc.	1866 Colonial Village Lane, Lancaster, PA 17601	Lancaster

(Check, and if appropriate complete, one of the following):

~~The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.~~

The plan of merger shall be effective on March 31, 1994 at _____ Date _____ Hour

1. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>Wentworth Publishing Company</u>	<u>Unanimous Written Consent</u>
<u>The Doctor's Press, Inc.</u>	<u>Unanimous Written Consent</u>

(Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

(Check, and if appropriate complete, one of the following):

~~The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.~~

X Pursuant to 15 Pa.C.S. § 1801 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

<u>1866 Colonial Village Lane</u>	<u>Lancaster</u>	<u>PA</u>	<u>17601</u>
Number and Street	City	State	Zip

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 31ST day of March, 1994.

THE DOCTOR'S PRESS, INC.
(Name of Corporation)
BY: Guthrie A. Young
(Signature)
TITLE: President

WENTWORTH PUBLISHING COMPANY
(Name of Corporation)
BY: Guthrie A. Young
(Signature)
TITLE: President

APR 11 '94 10:03AM BARLEY SNYDER SENT

Microfilm Number _____

Entity Number 709968

Filed with the Department of State on SEP 02 1994
Robert M. Hunt
Secretary of the Commonwealth JD

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB 15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: WENTWORTH PUBLISHING COMPANY
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):
(a) 1861 Colonial Village Lane, Lancaster, Pennsylvania 17605-0488 Lancaster
Number and Street City State Zip County
(b) c/o: _____
Name of Commercial Registered Office Provider County
For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.
Pennsylvania Business Corporation Law, Act of
3. The statute by or under which it was incorporated is: May 5, 1933, P.L. 364, as amended.
4. The date of its incorporation is: December 9, 1982
5. (Check, and if appropriate complete, one of the following):
☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
____ The amendment shall be effective on: _____ at _____
Date Hour
6. (Check one of the following):
☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
____ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).
7. (Check, and if appropriate complete, one of the following):
☒ The amendment adopted by the corporation, set forth in full, is as follows:
Paragraph 1 of the Articles of Incorporation is hereby amended to read in full as follows:
1. The name of the corporation is: WENTWORTH WORLDWIDE MEDIA, INC.

____ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

PAID BY CORP/ST
M. BURR KEM COMPANY
SEP 02 1994

8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 29th day of AUGUST, 19 94.

WENTWORTH PUBLISHING COMPANY

(Name of Corporation)

BY:



(Signature)

TITLE: SOLE SHAREHOLDER

Microfilm Number _____

Filed with the Department of State on NOV 15 1996

Entity Number 709968

John F. Kane
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Wentworth Worldwide Media, Inc.
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1861 Colonial Village Lane</u>	<u>Lancaster, Pennsylvania</u>	<u>17605-0488</u>	<u>Lancaster</u>
Number and Street	City	State	Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Pennsylvania Business Corporation Law, Act of May 5, 1933, P.L. 364, as amended.
4. The date of its incorporation is: December 9, 1982

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:
Paragraph 1 of the Articles of Incorporation is hereby amended as follows:
1. The name of the corporation is: Classroom Connect, Inc.

☐ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

M. RUPPKE & COMPANY
(215) 563-8113 (800) 533-8113

NOV 15 1996

8. (Check if the amendment restates the Articles):

☐ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 14th day of November, 19 96.

Wentworth Worldwide Media, Inc.

(Name of Corporation)

BY: Timothy F. Wentworth


(Signature) Timothy F. Wentworth

TITLE: Sole Shareholder

DEC 30 1996

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 709968


 Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1815 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

The name of the corporation is: Classroom Connect, Inc.

The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1861 Colonial Village Lane</u>	<u>Lancaster</u>	<u>PA</u>	<u>17605-0488</u>	<u>Lancaster</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

Pennsylvania Business Corporation Law,
 Act of May 5, 1933, P.L. 364 as amended

1. The statute by or under which it was incorporated is: _____

4. The date of its incorporation is: 12-9-82

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

____ The amendment shall be effective on: _____ at _____
 Date Hour

6. (Check one of the following):

____ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

____ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

____ The amendment adopted by the corporation, set forth in full, is as follows:

PA DEPT. OF STATE

DEC 30 1996.

☒ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

☒ The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 31 day of Dec, 1976.

Classroom Connect, Inc. (Name of Corporation)

BY: Timothy F. Wentworth
Timothy F. Wentworth

(Signature)

TITLE:

Sole Director

UNANIMOUS CONSENT ACTION OF SHAREHOLDERS

The undersigned, being all of the shareholders of Classroom Connect, Inc., a Pennsylvania business corporation, pursuant to Section 1766(a) of the Business Corporation Law of 1988 as amended, hereby consent to the action embodied in the following preamble and resolutions:

WHEREAS the Corporation was incorporated as a close corporation as of December 9, 1982; and

WHEREAS Paragraph 9 of the Articles of Incorporation set forth that the status of the corporation as a close corporation within the meaning of the business corporation shall not be terminated without the affirmative vote or written consent of shareholders holding two-thirds of the shares of all classes of the corporation; and

WHEREAS, the corporation's shareholders desire to terminate the status of the corporation as a close corporation within the meaning of the business corporation law and to make several other changes to the Articles of Incorporation.

THEREFORE, BE IT

RESOLVED that Articles of Incorporation are hereby amended to terminate the status of the corporation as a close corporation and that the shareholders hereby consent and affirmatively vote to terminate the status of the corporation as a statutory close corporation; and

FURTHER RESOLVED that pursuant to Section 15 Pa. C.S.A. Section 2307 the corporation hereby voluntarily terminates its status as a statutory close corporation by amending the Articles of Incorporation to delete therefrom the provision set forth in the Articles of Incorporation, specifically Paragraph 9.

FURTHER RESOLVED, that the authorized capital of this corporation be increased from 100 shares of One Dollar (\$1.00) par value stock to 150 shares of One Dollar (\$1.00) par value stock, effective as of the filing of this amendment.

FURTHER RESOLVED, that the Articles shall provide that the Board of Directors of the corporation shall consist of one director; and

FURTHER RESOLVED, that Timothy F. Wentworth is hereby elected as the sole director of this corporation, effective upon the filing of the Articles of Amendment contained in this Consent Action to serve for the ensuing year or until his successor is chosen and qualifies.

IN WITNESS WHEREOF, this Consent Action has been executed this

26th day of December, 1996.

Shareholders

Timothy F. Wentworth and
Margaret F. Wentworth
Charitable Remainder Trust

By:

Lee E. Kerr
Lee E. Kerr, Co-Trustee

Timothy F. Wentworth
Timothy F. Wentworth