<u>D'</u>

FORM PTO-1618A

11-23-1998



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



100908745

RECORDATION FORM COVER SHEET 11-04-1998 TRADEMARKS ONLY U.S. Patent & TMOfc/TM Mail Rcpt Dt. #34 atents and Trademarks: Please record the attached original document(s) or copy(ies). Conveyance Type Submission Type Assignment License New Resubmission (Non-Recordation) **Security Agreement Nunc Pro Tunc Assignment** Document ID # Effective Date Month Day Year Merger **Correction of PTO Error** Frame # Reel # **Change of Name Corrective Document** Reel # Frame # Other Conveying Party Mark if additional names of conveying parties attached **Execution Date** Month Day Year Name Wentworth Worldwide Media 1151996 **Formerly** Limited Partnership XXXX Corporation Association General Partnership Individual Other Pennsylvania Citizenship/State of Incorporation/Organization Receiving Party Mark if additional names of receiving parties attached Name Classroom Connect, Inc. DBA/AKA/TA Composed of 2221 Rosecrans Avenue Address (line 1) Suite 221 Address (line 2) Address (line 3) El Segundo California 90245 State/Country Zip Code If document to be recorded is an **Limited Partnership** Individual General Partnership assignment and the receiving party is not domiciled in the United States, an XXX Corporation **Association** appointment of a domestic representative should be attached. (Designation must be a separate Other document from Assignment.) Pennsylvania Citizenship/State of Incorporation/Organization 11/d3/1998 DNGUYEN 00000014 2043693 FOR OFFICE USE ONLY 01 FC:481 02 HC:482

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. 20211 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0451-0027), 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 be Commissioner of Patents and Trademarks, Box Assignments, Washington, 9:0.2028

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
	epresentative Name a	and Address Enter for the first Rec	eiving Party only.
Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspond	dent Name and Addre	SS 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)		007	
		of pages of the attached conveyance doc	cument # [17
Pages	including any attachmen	nts.	π +/
	- ·	s) or Registration Number(s) er or the Registration Number (DO NOT ENTER BOT	Mark if additional numbers attached H numbers for the same property).
	demark Application Num		ration Number(s)
		2,043,693	1,977,886
Number of	Properties Enter the	total number of properties involved.	# 2
Fee Amou		unt for Properties Listed (37 CFR 3.41):	\$ 65.00
		nclosed Deposit Account	T
	Account payment by deposit account or i	if additional fees can be charged to the account.)	
(2.1101 101	paymone by apposit account or .	Deposit Account Number:	#
		Authorization to charge additional fees:	Yes No
Statement	and Signature		
att		nd belief, the foregoing information is true an the original document. Charges to deposit a	
Ca	athleen Calkins	artainer-6	11/2/98
	e of Person Signing	Signature	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

32-67 1**074**

Filed this December

0309 80. - 111 Per 8/7

Line for numbering)

Commonwealth of Pennsylvania Department of State

Fact fee 575

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE

7/20/20mm7976262

Articles of Incorporation... Demestic Business Corporation Clase Corporation

CORPORATION BUREAU

Secretary of the Commonwealth slg

(Box for Certification)

WENTWORTH PUBLISHING COMPANY NAME OF COMPONATIONS

A CLOSE CORPORATION

In compliance with the requirements of section 373 of the Business Corporation Law, act of May 5, 1933 (P. L. 304) (15 P. S. \$1373) 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

WENTWORTH 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

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.

1 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.

W BURRIELY COUPANY PHILADELPHIA

82-67, 1075

TRADEMARK

	\$ 2-67	1075
Case act at the e-73.8		
(i) Strike put (i) or (ii) before a hickeyer is not applicable; (ii) All of the issued shares of the corporation of all classes, exclusive of treat libeld of record by not more thanthirty_needs.	nury shares sh	an it.
The contract of the contract o	enscataees at	att det
All of the issued shares of all classes of the corporation shall be subject to restrictions on transfer permitted by section 613.1 of the Business Corporation Law (15 P. Cey The corporation shall make no offering of any of its shares of any class who public offering within the meaning of the Securities Act of 1933, as amended.		
DÉRÉMICALIAMOCO DE DESARRA RADIO DE MANOS DE MASOR RECENTARIA DE MANOS DE CARROS DE CA	exxueradol/X oparboerxen	Seelo UK PROESCHE
opposite the corporation rather than by a board of directors 480.	CHIPCOLING	PELIPR
Optioned BCL 1376B). The status of the corporation as a close corporation of the Business Corporation Law shall not be terminated without the allimative vote all holders of (shareholders holding five-th) res of the shares of all classes of the shares of all classes of the shares of the shares of all classes of the shares o	or written cons the corporation	
[0] (Opcional IRCL 1384B) (Acoestoechodox (shareholders holding at least 1 and tool of the corporation may apply for the appointment of a provisional director of the corporation the circumstances provided by statute (1) (2) (2) (2) (2) (2) (2) (2) (2) (2) (2	ration in the m	ant it
social expression exhibits a comparative and accomparative accomparative and accomparative accomparative and accomparative	DOGCOCKINE Mary Mark	locht.
Timothy F. Wentworth 1909 Larchmont Lane 10 comm		
TEIN TESTIMON WHEREOF the incorporators bas thave signed and scaled the poration this by Each of Occasion the Occasion that the Occasion the Occasion that the Occasion the Occasion that the Occ	er ∧nicke od #1 √C ₃ #2	
		EAL'S

Communicality of Pennsylvania



CERTIFICATE OF INCORPORATION

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

III hereas, 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. III hereas, The stipulations and conditions of the Law have been fully complied with by

WENTWORTH PUBLISHING COMPANY (A CLOSE CORPORATION)

Therefore, Enow De, 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.

Diver under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 9th day December in the year of our

Lord one thousand nine hundred and eighty-two and of the Commonwealth the two hundred seventh

0709968

MARTIN PRULINAN ESO 130 EAST KING STREET LANCASTER, PA 17609

	CHANGE OF REGIST Commonwealth of P Department of State-Co 308 North Office Bidg. Her	ennsylvania poration Bureau	Dome Dome	ate (check one) type stic Business Corpor in Business Corpors stic Non-Profit Corpor in Non-Profit Corpor	ration Hon oration	FEE \$40.00
1.	Name of Corporation					
		PUBLISHING (
2.	 Address of its present re correct the following stat 				nt of State is h	ereby authorized to
		pet)	leityl	(state)	(alp code)	(county)
	24 West King St.	Land	easter Po	nnsylvania	17603	Lancaste
	Address to which the reg	istered office in thi	s Commonwealth	is to be changed:	(zip code)	iceuntyi
	1850 Charter Lan	e Lancas	ster Penr	nsylvania	17601	Lancaster
N T	Resolution TESTIMONY WHEREOF, to ficer, and its corporate ser October 22	al, duly attested b	orporation has car	used this statement officer, to be hereu	to be signed b	y a duly authorized is <u>22nd</u> day of
offi	Resolution TESTIMONY WHEREOF, to ficer, and its corporate see	he undersigned co	prporation has ca by another such	officer, to be hereu	nto effixed, th i	is <u>22nd</u> day of
offi	Resolution TESTIMONY WHEREOF, to ficer, and its corporate second components and components are controlled to the components and components are controlled to the controlled to the components are controlled to the components are controlled to the controlled to	he undersigned co	prporation has ca by another such	officer, to be hereu	LISHING CO	is <u>22nd</u> day of
Co	Resolution TESTIMONY WHEREOF, to ficer, and its corporate second corporate Seally	he undersigned co	prporation has car by another such	officer, to be hereu	nto effixed, th LISHING CO	is <u>22nd</u> day of
Co	Resolution TESTIMONY WHEREOF, to ficer, and its corporate second components and components are controlled to the components and components are controlled to the controlled to the components are controlled to the components are controlled to the controlled to	he undersigned co sl, duly attested to 19.85	prporation has car by another such	VENTWORTH PUB	LISHING CO	MPANY
Co	Resolution TESTIMONY WHEREOF, to ficer, and its corporate serior october 22 orporate Seal) TEST Walter (Signature Secretary)	he undersigned co al, duly attested to 1985	prporation has car by another such	President	LISHING CO	mPANY
Co	Resolution TESTIMONY WHEREOF, to ficer, and its corporate serior october 22 orporate Seal) TEST Walter (Signature Secretary)	he undersigned co al, duly attested to 1985	Proporation has cally another such	President	LISHING CO Name of Corporation (Signature) seident, Vice-President	MPANY Lanc.)
Co	Resolution TESTIMONY WHEREOF, to ficer, and its corporate serior October 22 orporate Seal) TEST (Rigneture Secretary Assistant (This: Secretary Assistant Corporate Seal)	he undersigned cost, duly attested to 19.85. If Secretary, etc. 1. O02 CODE REVIEWED BY	BY:	President	LISHING CO	MPANY t. etc.)
20 X	Resolution TESTIMONY WHEREOF, to ficer, and its corporate serior October 22 orporate Seal) TEST (Rigneture Secretary Assistant (This: Secretary Assistant Corporate Seal)	he undersigned cost, duly attested to 19.85. It Secretary, etc.)	BY: GOS REV BOX	President (Tibe: President sequential no.	LISHING CO	MPANY Left.)

crofilm Number		ried with the	Department of S	tate on	2 5 199
109968			1. Sh. K.	ILLA	·- <u>·</u>
			Secretary of the	Commonwea	ith ^~
	OF CHANGE OF: CB:15-1507/4144/5507/614		ED OFFICE		<i>J</i> "
dicate type of entity (check one):					
"Domestic Business Corporation (15 Pa.C.S.	§ 1507)	Foreign Nor	nprofit Corporatio	n (15 Pa.C.S.	§ 6144)
Foreign Business Corporation (15 Pa.C.S. §	4144) _	Domestic Lir	mited Partnership	(15 Pa.C.S. §	8506)
_ Domestic Nonprofit Corporation (15 Pa.C.S.	§ 5507)				
The name of the corporation or limited partn	ership is: <u>WENTW</u>	ORTH PUBLISH	TING COMPANY		
The (a) address of this corporation's or limite (b) name of its commercial registered office p	ed partnership's curre	ent registered o	ffice in this Com	nonwealth or is hereby aut	horized to
The (a) address of this corporation's or limite (b) name of its commercial registered office procedure the following information to conform to 1858. Charter Lane	ed partnership's curre	ent registered o ity of venue is: Department):	ffice in this Com	nonwealth or is hereby aut Lancaster	
The (a) address of this corporation's or limite (b) name of its commercial registered office procedure the following information to conform to 1859. Charter Lane	ed partnership's curre provider and the cour to the records of the l	ent registered o ity of venue is: Department):	ffice in this Comr (the Department	is hereby aut	
The (a) address of this corporation's or limits (b) name of its commercial registered office procedured the following information to conform to the following information to conform to the following information to the following information to conform to the following information	ed partnership's curre provider and the cour to the records of the Lancaster, Per City	ent registered o ity of venue is: Department):	ffice in this Comr (the Department 17601	Lancaster	
The (a) address of this corporation's or limite (b) name of its commercial registered office procurect the following information to conform to the following information to the	ed partnership's curre provider and the cour to the records of the Lancaster, Per City	ent registered o nty of venue is: Department): nnsy1van1a	ffice in this Comr (the Department 17601 State	Lancaster	Coun
The (a) address of this corporation's or limite (b) name of its commercial registered office p correct the following information to conform t (a)	ed partnership's curre provider and the cour to the records of the l Lancaster, Per City	ent registered onty of venue is: Department): nnsylvania	ffice in this Comment (the Department 17601 State	Lancaster	Count
The (a) address of this corporation's or limits (b) name of its commercial registered office processed the following information to conform to the following information in the following information or a limited partnership represent county in which the corporation or limited partnership.	ed partnership's curre provider and the cour to the records of the l Lancaster, Per City	ent registered onty of venue is: Department): nnsylvania	ffice in this Comment (the Department 17601 State	Lancaster	Coun
The (a) address of this corporation's or limite (b) name of its commercial registered office processed the following information to conform to the following information of the following information or a limited partnership represent county in which the corporation or limited partnership represent (Complete part (a) or (b)):	ed partnership's curre provider and the cour to the records of the l Lancaster, Per City vider led by a commercial reg hip is located for venue	ent registered o ity of venue is: Department): insylvania distered office pro and official publi	ffice in this Comr (the Department 17601 State	Lancaster Zip (b) shall be de	Coun Coun
The (a) address of this corporation's or limite (b) name of its commercial registered office processed the following information to conform to the following information to the following information of a limited partnership represent county in which the corporation or limited partnership (Complete part (a) or (b)): (a) The address to which the registered office	ed partnership's curre provider and the cour to the records of the lancaster, Per City Vider Lancaster City Vider Led by a commercial regulation to the lancaster of the corporation of the course of the corporation of t	ent registered onty of venue is: Department): nnsy1van1a sistered office proand official publications and official publications and official publications.	ffice in this Comr (the Department 17601 State	Lancaster Zip (b) shall be de	Count Count earned the
The (a) address of this corporation's or limits (b) name of its commercial registered office processed the following information to conform to the following information of the following information or a limited partnership represent county in which the corporation or limited partnership is complete part (a) or (b)): (a) The address to which the registered office changed is:	ed partnership's curre provider and the cour to the records of the Lancaster, Per City vider ted by a commercial reght is located for venue at of the corporation of	ent registered onty of venue is: Department): nnsy1van1a sistered office proand official publications and official publications and official publications.	ffice in this Comment (the Department 17601 State wider, the county in cation purposes.	Lancaster Zip n (b) shall be de	Count Count Count to be ter
Number and Street (b) c/o: Name of Commercial Registered Office Provisor a corporation or a limited partnership represent county in which the corporation or limited partnersh (Complete part (a) or (b)): (a) The address to which the registered office changed is: 1861 Colonial Village Lane,	ed partnership's curre provider and the cours to the records of the Lancaster, Per City vider led by a commercial reghip is located for venue e of the corporation of Lancaster, Pen City	ent registered of the of venue is: Department): Insylvania distered office profund official publication of the partner of the	ffice in this Comr (the Department 17601 State wider, the county in cation purposes.	Lancaster Zip (b) shall be de	Count Count Count to be
The (a) address of this corporation's or limits (b) name of its commercial registered office processed the following information to conform to the following information to the following information or a limited partnership represent county in which the corporation or limited partnership county in which the corporation or limited partnership (Complete part (a) or (b)): (a) The address to which the registered office changed is: 1861 Colonial Village Lane, Number and Street	ed partnership's curre provider and the cours to the records of the Lancaster, Per City vider led by a commercial reghip is located for venue e of the corporation of Lancaster, Pen City	ent registered of the of venue is: Department): Insylvania distered office profund official publication of the partner of the	ffice in this Comr (the Department 17601 State wider, the county in cation purposes.	Lancaster Zip (b) shall be de	Count Count earned the

M. BURR KEIM COMPANY (215) 563-6113 (800) 533-8113

DSC8:15-1507/4144/5507/6144/8506 (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 Decum 221, 1993.

WENTWORTH PUBLISHING COMPANY

Name of Corporation/Limited Partnership

r: Cynthia H. Young (Signature)

TITLE: President

90 Jail 25 AMIG: 17 PA DEPT. OF STATE

deroilim Number		Filed with the De	partment of Stat	MAR 3 1 1994	
iny Number 709 9168			Sikel	Llu	
•		5	cretary of the C	опполивай	
ARTICLE	S OF MERGER-DOME	ESTIC BUSINESS C	ORPORATIO	n H	
nusiness corporations, desiring to	-	ns that:	_	-	к •
. The name of the corporation s	urviving the merger is:	Wentworth Publi			-
Check and complete one of the _x_The surviving corporation is Commonwealth or (b) name hereby authorized to correct the corporation and the corporation are considered as a corporation with the corporation and corporation are considered as a corporation are corporation as a corporation are corporation and corporation are corporation are corporation as a corporation are corporation are corporation as a corporation are corporati	a domestic business corp a of its commercial register of the following information	ed office provider and the	county of venue	e ia (the Department is	
(a) 1866 Colonial Villa Number and Suest	ga carre La	Stets	Zip	County	- 1
				•	
and the (a) address of its	oy a commercial registered office and official publication purpoint is a qualified foreign busic current registered office in	ses. ness corporation incorpor this Commonwealth or (b)	rated under the I) name of its com	aws of	
Name of Commercial Register For a corporation represented to corporation is located for venue. The surviving corporation and the (a) address of its provider and the county conform to the records of (a).	by a commercial registered office and official publication purpoint is a qualified foreign busin current registered office in of venue is (the Department	ses. ness corporation incorpor this Commonwealth or (b)	rated under the in iname of its com correct the follow	the county in which the	20
Name of Commercial Register For a corporation represented to corporation is located for venue. The surviving corporation and the (a) address of its provider and the county conform to the records of the county and the surviving conform to the records of the county conformation to the conformat	by a commercial registered office and official publication purpoint is a qualified foreign busing current registered office in of venue is (the Department): City	sea. neas corporation incorporation incorporation (b) this Commonwealth or (b) t is hereby authorized to 9tate	rated under the I) name of its com	the county in which the	
Name of Commercial Register For a corporation represented to corporation is located for venue. The surviving corporation and the (a) address of its provider and the county conform to the records of the county conformation to the	by a commercial registered office and official publication purpoint is a qualified foreign busing current registered office in of venue is (the Department); City	sea. neas corporation incorporation incorporation (b) this Commonwealth or (b) t is hereby authorized to 9tate	rated under the in iname of its com correct the follow	the county in which the laws of	_
Name of Commercial Register For a corporation represented to corporation is located for venu- The surviving corporation and the (a) exidences of its provider and the county conform to the records of the records of the surviving conform to the records of the r	by a commercial registered office and official publication purpoint is a qualified foreign busing current registered office in of venue is (the Department): City and Office Provider by a commercial registered office and official publication purpo	neas corporation incorporation incorporation incorporation incorporation incorporation in this Commonwealth or (b) state	rated under the in name of its comport the following the following in the component of the component in the	the county in which the laws of	_
Name of Commercial Register For a corporation represented to corporation is located for venue. The surviving corporation and the (a) exidence of its provider and the country conform to the records of	by a commercial registered office and official publication purpoint is a qualified foreign busin current registered office in of venue is (the Department); City and Office Provider by a commercial registered office and official publication purpoint and official publication	neas corporation incorporation incorporation incorporation incorporation incorporation (b) this Commonwealth or (b) the hereby authorized to state of the provider, the county in (b) see.	rated under the in name of its comported the following the incomposition of the incomposition	the county in which the laws of	_
Name of Cammerolal Register For a corporation represented to corporation is located for ventu- The surviving corporation and the (a) address of its provider and the county conform to the records of Number and Street (b) c/o: Name of Commercial Register For a corporation represented to corporation is located for ventuing. The surviving corporation is	by a commercial registered office and official publication purpoint is a qualified foreign busin current registered office in of venue is (the Department); City and Office Provider by a commercial registered office and official publication purpoint and official publication	neas corporation incorporation incorporation incorporation incorporation incorporation (b) this Commonwealth or (b) the hereby authorized to state of the provider, the county in (b) see.	rated under the in name of its comported the following the incomposition of the incomposition	the county in which the laws of	_
Name of Commercial Register For a corporation represented to corporation is located for venue. The surviving corporation and the (a) address of its provider and the country conform to the records of the surviving corporation is and the address of its principles.	by a commercial registered office and official publication purpoint is a qualified foreign busing current registered office in of venue is (the Department): City and Office Provider by a commercial registered office and official publication purpoint and official publication purpoint in a nonqualified foreign true in a nonqualified office in this use of each other domestic in this	neas corporation incorporation incorporation incorporation incorporation incorporation incorporation to state of the county in t	rated under the I) name of its com correct the follow Zip Zip Shall be deemed corated under the ction is:	ithe county in which the laws of	
Name of Cammerolal Register For a corporation represented to corporation is located for venu- and the (a) address of its provider and the county conform to the records of the conform to the records of the composition of the records of the composition represented to corporation is located for venuing the address of its prince and the address of its prince the remaining and the address of provider and the county of venuing corporation and the address of provider and the county of venuing corporation and the address of provider and the county of venuing corporation and the county of venuing corporation and the address of provider and the county of venuing corporation and c	by a commercial registered office and official publication purpoint is a qualified foreign busin current registered office in of venue is (the Department): City In the Department): City In a commercial registered office and official publication purpoint is a nonqualified foreign true in a nonqualified for	see. ness corporation incorporation incorporation (b) Commonwesith or (b) Lis hereby authorized to State state state Commonwesith or name business corporation and the state of Name of Commonwesith Pegine or Name of Commonwesith Peginess corporation and the pegines	rated under the information is: Zip of its commercial industrial industrial under the industrial under the industrial i	ithe county in which the laws of	
Name of Commercial Register For a corporation represented to corporation is located for venue. The surviving corporation and the (a) address of its provider and the country conform to the records of the surviving corporation is located for venue and the address of its prince. Number and Street. The name and the address of provider and the country of venue which is a party to the plan of the country of venue.	by a commercial registered office and official publication purpoint is a qualified foreign busin current registered office in of venue is (the Department): City In the Department): City In a commercial registered office and official publication purpoint is a nonqualified foreign true in a nonqualified for	see. neas corporation incorporation incorporation (b) commonwealth or (b) tis hereby authorized to state State State Commonwealth or name business corporation and	rated under the information is: Zip of its commercial industrial industrial under the industrial under the industrial i	ithe county in which the laws of	
Name of Commercial Register For a corporation represented to corporation to located for venue. The surviving corporation and the (a) address of its provider and the country conform to the records of the surviving corporation is located for venue. The surviving corporation is and the address of its print. Number and Street. The name and the address of provider and the country of venue which is a party to the plan of the terms of Corporation.	by a commercial registered office and official publication purpoint is a qualified foreign busin current registered office in of venue is (the Department): City In the Department): City In a commercial registered office and official publication purpoint is a nonqualified foreign true in a nonqualified for	see. ness corporation incorporation incorporation (b) Commonwesith or (b) Lis hereby authorized to State state state Commonwesith or name business corporation and the state of Name of Commonwesith Pegine or Name of Commonwesith Peginess corporation and the pegines	rated under the information is: Zip of its commercial industrial industrial under the industrial under the industrial i	ithe county in which the laws of	
Name of Commercial Register For a corporation represented to corporation to located for venue. The surviving corporation and the (a) address of its provider and the country conform to the records of the surviving corporation is located for venue. The surviving corporation is and the address of its print. Number and Street. The name and the address of provider and the country of venue which is a party to the plan of the terms of Corporation.	by a commercial registered office and official publication purpoint is a qualified foreign busin current registered office in of venue is (the Department): City In the Department): City In a commercial registered office and official publication purpoint is a nonqualified foreign true in a nonqualified for	see. ness corporation incorporation incorporation (b) Commonwesith or (b) Lis hereby authorized to State state state Commonwesith or name business corporation and the state of Name of Commonwesith Pegine or Name of Commonwesith Peginess corporation and the pegines	rated under the information is: Zip of its commercial industrial industrial under the industrial under the industrial i	ithe county in which the laws of	

				•	
:15-1926 (Rev 90)-2		j. 1			
tuick, and if appropriate complets, one	of the followings:	1	•		
The plan of merger shall be effective t		l Hamas la the Car	name of Blocks		
	-		DELT OF STATE	•	
The plan of merger shall be effective of	Date	**************************************	Hour	······································	•
s manner in which the plan of merger (was shorted by each don	naetio comprettos le se	Antioner		
		Heading Control (400) (12 at	ionowa:		
ne of corporation Tentworth Publishing Company	Marner of adoption Unanimous Writte			•	
he Doctor's Frame, Inc.	Unanimous Writte	n Consent			
	····		, and a second		
oved, as the case may be, by the fore a plan in accordance with the lawe of ick, and if appropriate complets, one	the judgetten in which it	(or each or the foreign is incorporated,	:	rations) party	
he plan of merger is set forth in full in	Exhibit A attached herere	and made a ned here	of.		9.
ibsequent to the effective data of the :	plan are set forth in full in	Exhibit A strached her	eto and made a	ned hereof	
ian of merger that amend or constitute ubsequent to the effective data of the his full text of the plan of marger is on which is:	plan are set forth in full in	Exhibit A strached her	eto and made a	part hereof, I, the address	
ibacquent to the effective data of the le full text of the plan of marger is on which is: 66 Colonial Village Lane	plan are set forth in full in file at the principal place	Exhibit A attached her of business of the survi	sto and made a ving corporation	part hereof, I, the address	
ubasquent to the effective data of the plan of marger is on which is: 66 Colonial Village Lane ber and Street	plan are set forth in full in file at the principal place Lancaster Chy	Exhibit A attached her of business of the survi PA State	eto and made a ving corporation 1760 Zie	part hereof, , the address	
ubasquent to the effective data of the see full text of the plan of marger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster Chy signed corporation or eac	Exhibit A attached her of business of the survi PA State It undersigned corporate	eto end made a ving corporation 1760 Zie Ion has caused	part hereof, , the address	
ubasquent to the effective data of the see full text of the plan of marger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster Chy signed corporation or eac	Exhibit A attached her of business of the survi PA State It undersigned corporate	eto end made a ving corporation 1760 Zie Ion has caused	part hereof, , the address	
intequent to the effective data of the set full text of the plan of merger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T	Exhibit A attached her of business of the surving PA State It undersigned corporating of Narch DOCTOR'S PRESS.	ato and made a ving corporation 1760 Zie Ion has caused 19 94	part hereof, , the address	
intequent to the effective data of the set full text of the plan of merger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T	Exhibit A attached her of business of the survivers of th	sto and made a ving corporation 1760 Zip Ion has caused 10 94 INC, orporation)	part hereof, , the address	
intequent to the effective data of the set full text of the plan of merger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T	Exhibit A attached her of business of the surviver PA State In undersigned corporations of March It poctor's press. (Name of Country A. —	sto and made a ving corporation 1760 Zip Ion has caused 10 94 INC, orporation)	part hereof, , the address	
intequent to the effective data of the set full text of the plan of merger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T THE	Exhibit A attached her of business of the surviver PA State In undersigned corporations of March It poctor's press. (Name of Country A. —	to end made a ving corporation 1760 Zie Ion has caused 194 INC, orporation)	part hereof, , the address	
intequent to the effective data of the set full text of the plan of merger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T. THE	Exhibit A attached her of business of the surviver PA State It undersigned corporations of Nazoh (Name of Carlos	sto and made a ving corporation 1760 Zip Ion has caused 19 94 TNC, corporation) COUNCY mature)	part hereof, , the address	
ubasquent to the effective data of the see full text of the plan of marger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T. THE	Exhibit A attached her of business of the surviver PA State It undersigned corporate tay of Narch (Name of Caresident TWORTH PUBLISHING	sto and made a ving corporation 1760 Zip Ion has caused 19 94 TNC, corporation) COUNCY mature)	part hereof, , the address	
intequent to the effective data of the see full text of the plan of merger is on which is: 66 Colonial Village Lane our and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T. THE	Exhibit A attached her of business of the surviver PA State It undersigned corporate tay of Narch (Name of Caresident TWORTH PUBLISHING	to end made a ving corporation 1760 Zip Ion has caused 194 INC, corporation) COMPANY	part hereof, , the address	
intequent to the effective data of the see full text of the plan of merger is on which is: 66 Colonial Village Lane our and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T THE BY:	Exhibit A stached her of business of the survive PA State In undersigned corporate tay of Narch DOCTOR'S PRESS. (Name of Corporate tay of Narch TWORTH PUBLISHING (Name of Corporate tay of Name of Corporate tay of Cor	to end made a ving corporation 1760 Zip Ion has caused 194 INC, corporation) COMPANY	part hereof, , the address	
intequent to the effective data of the see full text of the plan of merger is on which is: 66 Colonial Village Lane our and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or eacher thereof this 315T THE BY:	Exhibit A attached her of business of the surving PA State th undersigned corporate tay of Narch DOCTOR'S PRESS. (Name of Control of Contro	to end made a ving corporation 1760 Zie Ion has caused 18 94 INC, orporation) COMPANY Corporation)	part hereof, , the address	
ubasquent to the effective data of the see full text of the plan of marger is on which is: 66 Colonial Village Lane Per and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or each cer thereof this 315T THE BY:	Exhibit A stached her of business of the survive PA State In undersigned corporate tay of Narch DOCTOR'S PRESS. (Name of Corporate tay of Narch TWORTH PUBLISHING (Name of Corporate tay of Name of Corporate tay of Cor	to end made a ving corporation 1760 Zie Ion has caused 18 94 INC, orporation) COMPANY Corporation)	part hereof, , the address	
ibasquent to the affective data of the lie full text of the plan of merger is on which is: 66 Colonial Village Lane er and Street IN TESTIMONY WHEREOF, the under	plan are set forth in full in file at the principal place Lancaster City signed corporation or each cer thereof this 315T THE BY:	Exhibit A stached her of business of the surving particles of the survi	to end made a ving corporation 1760 Zie Ion has caused 194 INC. corporation) COMPANY Corporation)	part hereof, the address these Articles of	
interquent to the effective data of the ise full text of the plan of merger is on which is: 66 Colonial Village Lane For and Street IN TESTIMONY WHEREOF, the under to be signed by a duly suthorized office to be signed by a duly suthorized office.	plan are set forth in full in file at the principal place Lancaster City signed corporation or each cer thereof this 315T THE BY:	Exhibit A stached her of business of the survive PA State In undersigned corporate tay of Narch DOCTOR'S PRESS. (Name of Corporate tay of Narch TWORTH PUBLISHING (Name of Corporate tay of Name of Corporate tay of Cor	to end made a ving corporation 1760 Zie Ion has caused 194 INC. corporation) COMPANY Corporation)	part hereof, the address these Articles of	
ubsequent to the effective data of the he full text of the plan of marger is on which is:	plan are set forth in full in file at the principal place Lancaster City signed corporation or each cer thereof this 315T THE BY:	Exhibit A stached her of business of the surving particles of the survi	to end made a ving corporation 1760 Zie Ion has caused 194 INC. corporation) COMPANY Corporation)	part hereof, the address these Articles of	

Microfilm Number.	17	into the Departm	ent of State on_	SEP 0 2 1994
Entity Number 70948		Secreta	ry of the Comm	onwealth 🕠
ARTICLES OF AMEND	MENT-DOMESTIC BU DSC8:15-1915 (Rev 91)	SINESS CO	RPORATION	l
In compliance with the requirements of business corporation, desiring to amend its Art		articles of ame	ndment), the uni	dersigned
The name of the corporation is:WENTWOR	YTH PUBLISHING COMPANY			
2. The (a) address of this corporation's current office provider and the county of venue is (the conform to the records of the Department): 1961 Calendal William Tana	he Department is hereby auth	orized to correct	t the following in	formation to
(a) 1861 Colonial Village Lane, Number and Street	Lancaster, F	<u>Pennsylvania</u> State	1/605-0488 Zip	Lancaster County
(b) c/o:				
Name of Commercial Registered Office Provide	r			County
				, Act of
The date of its incorporation is: <u>December</u> (Check, and if appropriate complete, one of	9, 1982 of the following):	P.L. 364, as	amended.	
4. The date of its incorporation is: <u>December</u>	9, 1982 of the following):	P.L. 364, as	amended.	
The date of its incorporation is: <u>December</u> (Check, and if appropriate complete, one of	9, 1982 of the following): n filing these Articles of Amer	P.L. 364, as	amended.	
The date of its incorporation is: <u>December</u> (Check, and if appropriate complete, one of the incorporation is: <u>December</u> X The amendment shall be effective upon the amendment shall be effective on:	9, 1982 of the following): n filing these Articles of Amer	P.L. 364, as	amended.	te.
The date of its incorporation is: <u>December</u> (Check, and if appropriate complete, one of the incorporation is: <u>December</u> X The amendment shall be effective upon the amendment shall be effective on:	9, 1982 of the following): n filing these Articles of Amer Date	P.L. 364, as	amended.	te. Hour
The date of its incorporation is: <u>December</u> (Check, and if appropriate complete, one ofX The amendment shall be effective upon The amendment shall be effective on: (Check one of the following):	of the following): In filing these Articles of Amer Date Shareholders (or members) pr	p.L. 364, as address at a second at a seco	epartment of Sta	te. Hour
The date of its incorporation is: December (Check, and if appropriate complete, one of the amendment shall be effective upon the amendment shall be effective on: (Check one of the following): X The amendment was adopted by the second the amendment was adopted by the beautiful to the second the amendment was adopted by the beautiful the second the	of the following): In filing these Articles of Amer Date Shareholders (or members) proportion of directors pursuant to	p.L. 364, as address at a second at a seco	epartment of Sta	te. Hour
The amendment shall be effective on:_ 3. (Check one of the following): X The amendment was adopted by the s	of the following): In filing these Articles of Amer Date Shareholders (or members) proposed of directors pursuant to of the following): In full, is as f	ndment in the Decursuant to 15 Pa. 15 Pa.C.S. § 19	epartment of Star C.S. § 1914(a) a	Hour
4. The date of its incorporation is: December 5. (Check, and if appropriate complete, one of the amendment shall be effective upon the amendment shall be effective on: 3. (Check one of the following): X The amendment was adopted by the some of the amendment was adopted by the box. (Check, and if appropriate complete, one of the amendment adopted by the corporate complete to the corporate complete complete to the corporate complete c	of the following): In filing these Articles of Amer Date Shareholders (or members) proportion of the following): In filing these Articles of Amer	ndment in the Decursuant to 15 Pa. 15 Pa.C.S. § 19 pollows: y amended to	epartment of Standard. C.S. § 1914(a) and an angle of the standard standar	Hour
4. The date of its incorporation is: December 5. (Check, and if appropriate complete, one of	of the following): In filing these Articles of Amer Date Shareholders (or members) proportion of directors pursuant to of the following): Incorporation is herebits: WENTWORTH WORLDWII	p.L. 364, as address at the Decoration of the De	epartment of Standard (a) and the control of Standard (b) and the control of Standard (c) and	Hour and (b).
4. The date of its incorporation is: December 5. (Check, and if appropriate complete, one of the amendment shall be effective upon the amendment shall be effective on: The amendment shall be effective on: X The amendment was adopted by the second the amendment was adopted by the second the amendment adopted by the corporation of the Articles of the amendment of the corporation	of the following): In filing these Articles of Amer Date Shareholders (or members) proportion of directors pursuant to of the following): Incorporation is herebits: WENTWORTH WORLDWII	p.L. 364, as address at the Decoration of the De	epartment of Standard (a) and the control of Standard (b) and the control of Standard (c) and	Hour and (b).

	•
8. (Check if the amendment restates the Articles):	
The restated Articles of Incorporation supersede to	the original Articles and all amendments thereto.
IN TESTIMONY WHEREOF, the undersigned corpora authorized officer thereof this 29th day of August	ation has caused these Articles of Amendment to be signed by a duly
	WENTWORTH PUBLISHING COMPANY
	(Name of Corporation)
	By lemoth to be twoth
	(Signature)
	TITLE: SOLE SHAREHOLDER

DSC8:15-1915 (Rev 91)-2

Microfilm Number			Filed with the Departi	ment of State on _	06.19 (099
Entity Number	709968		your !!	Tank.	
·			Secret	ary of the Comm	onwealth F
In compli	ARTICLES OF AMENDME ance with the requirements of 15 tion, desiring to amend its Articles	OSC8:15-1915 (Rev Pa.C.S. § 1915 (rela	iting to articles of am	Ų.	
1. The name of t	he corporation is: Wentworth	Worldwide Med	la, Inc.		
office provider conform to the	and the county of venue is (the Directors of the Department):	Department is hereb	y authorized to corre	ct the following in	mercial registered formation to
(a)	olonial Village Lane		Pennsylvania	17605-0488	Lancaster
	weat	Crty	State	Zip	County
(b) c/o: Name of C	ommercial Registered Office Provider				County
•	or under which it was incorporation is:		y 5, 1933, P.L.	364. as amende	id
	appropriate complete, one of the				
X The amer	ndment shall be effective upon fili	ng these Articles of	Amendment in the D	epartment of Stat	e.
The amer	ndment shall be effective on:		at		
6. (Check one of	the following):	Date			Hour
X The amer	ndment was adopted by the share	eholders (or membe	rs) pursuant to 15 Pa	a.C.S. § 1914(a) a	nd (b).
	idment was adopted by the board		ant to 15 Pa.C.S. § 1	914(c).	
7. (Check, and if	appropriate complete, one of th	e following):			
X The amer Par	ndment adopted by the corporation agraph 1 of the Articles 1. The name of the co	of Incorporation	n is hereby ame	nded as follo ect, Inc.	W8:
The amen	idment adopted by the corporation PA DEPT. OF STATE	on as set forth in ful	in Exhibit A attached	d hereto and mad	e a part hereol.
M. BURG ECIM COMEANY	NOV 1 F 1000				

(215)563 6113 (800) 533 6113

8. (Check if the amendment restates the Arti-	cles):
•	
The restated Articles of Incorporation	supersede the original Articles and all amendments thereto.
	•
IN TESTIMONY WHERFOF, the undersig authorized officer thereof this 14th day of	ned corporation has caused these Articles of Amendment to be signed by a duly November 19 96.
	Wentworth Worldwide Media, Inc.
	(Name of Corporation)
	BY: Sently We lived;
	(Signature) Timothy F. Wentworth
	TITLE: Sole Shareholder

	Sind			DEC 3 0 1996
crofilm Numbec	FIEC	with the Ceb	ertment of State on	
		- M.	The copy of	
sity Number 709968		19	and of free grand	•
		Sec	retary of the Commo	nweelth
			,	····
ARTICLES OF AMENDME	T DOMESTIC BI	KINESS (MOITA GOODO	
ANTICLES OF AMENDME	05C8:15-1915 (Pev 90)	JOHNESS (CHECHATION	
In compliance with the requirements of 15 Pa reporation, desiring to amend its Articles, hereby st		o articles of a	mendment), the unde	rsigned busines:
The name of the corporation is:Classroom	Connect, Inc	•		
	*			
The (a) address of this corporation's current regist	tered office in this Con	nnonwealth o	r (b) name of its come	mercial registerer
office provider and the county of venue is (the De	patiment is hereby au	thorized to co	rrect the following in	formation to
conform to the records of the Department):				
(a) 1861 Colonial Village Lane	Lancaster	PA	17605-0488	Lancaster
Number and Street	СЖу	State	Ζp	County
(b) c/o:				
Name of Commercial Registered Office Provider				County
	d adlan assidan da as		ha daamad tha nach	la
for a corporation represented by a commercial registers corporation is located for venue and official publication				
	Pennsyl	May 5 19	siness Corpora 33, P.L. 364	as amended
The statute by or under which it was incorporated	is:	may 3, 1.	7337 1121 331	
The date of its incorporation is: 12-9-82				
The base of its incorporation is.				
(Check, and if appropriate complete, one of the fi	ollowing):			
Y. The amendment shall be effective upon filing	g these Articles of Am	endment in th	e Department of Star	le.
	_		,	
The amendment shall be effective on:	Date			Hour
(Check one of the following):				11001
The amendment was adopted by the sharel	odden (er members)	numument to 1	E Da C Q E 1014/e) (and (b)
The amendment was adopted by the share-	iologis (or marilogis)	pursuant to 1	5 FELO.3. § 1817(4) 8	µ KG (U).
The amendment was adopted by the board	of directors pursuant	to 15 Pa.C.S.	§ 1914(c).	
(Check, and if appropriate complete, one of the fe	ollowing):			•
The amendment adopted by the corporation	set forth in full. is as	follows:		
PA DEPT. OF STATE	, 601 1010 1110 1 12			
••				
nec 3 0 1996.				
DEC no 1990 y				
BEC 10 1330.				
				do a pad home d
X The amendifient adopted by the corporation	n as set forth in full in	Exhibit A atta	ched hereto and mad	de a part hereof,
	n as set forth in full in	Exhábit A atta	ched hereto and mad	de a part hereof.

45 1045 may 00 0	5 to	44				,
15-1915 (Rev 90)-2			*			
ck if the amendment resta	ses the Articles):					
The restated Articles of I	ncorporation super	rsede the origin	nel Articles and at a	mendments there	ta.	
N TESTIMONY WHEREOG	the understand	comoralos has	Constant these Assista		ta ba alaasad	
IN TESTIMONY WHEREOF ed officer thereof this	day of _		., 19 -/	es of Americaneric	m pe siðued :	by a duly
		a1 - ====	1			
		Classroom	Connect, Inc.	Name of Corpor	tion)	
		Timothy F	. Wentworth	(Signatur		<u>. </u>
		TITLE:	.	` •	• •	•
			Sole Director			
· . •		•	ि • हैं • हैं			
•		٠	*		,	
						•
	*		A. Curpo et			
				•		42
	. , -		,			i i
			4			
			e e e e e e e e e e e e e e e e e e e			. :
			· establish			
			7			ţ
			÷	••		
			# # 1			
			, ₄			
			4			•
						•
	•				•	
•						
			•			
			j			
		•				
			1			= = = = = = = = = = = = = = = = = = = =

UNAMIOUS 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 Action of December, 1996.

Shareholders

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

Lee E. Kerr. Co-Trustee

Timothy F. Wentworth

RECORDED: 11/04/1998