

To the Honorable Commissioner of Patents and Trademarks



Documents or copy thereof.

1. Name of conveying party(ies):

J3 Learning Corporation

*MKL
2-8-99*

100976220

Name of receiving party(ies):

Gartner Group Learning, Inc.
405 Second Avenue South
Minneapolis, MN 54401

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

- Individual(s) citizenship U.S.
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Minnesota
- Other

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

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

(Designations must be a separate document from Assignment)
Additional name(s) & Address(es) attached Yes No

Execution Date: December 2, 1996

4. Application or registration number(s):

A. Trademark Application No.(s)
None

B. Trademark Registration No.(s)
1,937,809

Additional numbers attached? Yes No

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

Name: Ava K. Doppelt, Esquire
Internal Address: Allen, Dyer, Doppelt, Milbrath & Gilchrist, P.A.

6. Total number of applications and registrations involved:.....(1)

7. Total fee (37CFR 3.41)..... \$ 40.00
 Enclosed (receipt for payment)
 Authorized to be charged to deposit account

Street Address: 255 South Orange Avenue Suite 1401

City: Orlando St: FL Zip: 32801

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

Ava K. Doppelt, Esquire

Signature

February 1999

Date

Total number of pages including cover sheet, attachments and document: _____

03/03/1999 CONTAINS 0000326 1937809 40.00 00 01 FC 001

4F-814

0828

MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION

BEFORE COMPLETING THIS FORM, PLEASE READ INSTRUCTIONS LISTED BELOW.

CORPORATE NAME: (List the name of the company prior to any desired name change)

J3 LEARNING CORPORATION

This amendment is effective on the date it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

The following amendment(s) of articles regarding the above corporation were adopted: (insert full text of newly amended articles(s) indicating which articles(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form ___).

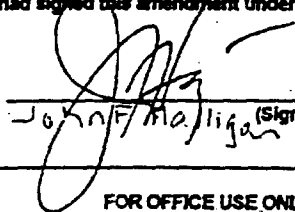
ARTICLE I - NAME

The name of the corporation is Gartner Group Learning, Inc.

ARTICLE II - REGISTERED OFFICE

The address of the registered office of the corporation is c/o CT Corporation System, Inc., 405 Second Avenue South, Minneapolis, Minnesota 55401

This amendment has been approved pursuant to Minnesota Statutes chapter 302A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.



(Signature of Authorized Person)

INSTRUCTIONS

FOR OFFICE USE ONLY

1. Type or print with black ink.
2. A Filing Fee of \$35.00, made payable to the Secretary of State

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC - 2 1996



Secretary of State