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U.S. DEPT. OF COMMERCE

Patent & Trademark Office



To the Honorable Commissioner (

100976221

atched original documents or copy thereof.

1. Name of conveying party(ies):

Learn PC, Inc.

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

2. Name and address of receiving party(ies):

J3 Learning Corporation
10729 Bren Road East
Minneapolis, MN 55343

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

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

3. Nature of Conveyance:

() Assignment () Merger
() Security Agreement (X) Change of Name
() Other

Execution Date: January 3, 1995

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 (X) No

4. Application or registration number(s):

A. Trademark Application No.(s)
None

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

Additional numbers attached? () Yes (X) 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.

Street Address: 255 South Orange Avenue
Suite 1401

City: Orlando St: FL Zip: 32801

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

7. Total fee (37CFR 3.41)..... \$ 40.00
 (X) Enclosed (receipt for payment)
 () 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

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 5, 1999
Date

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

OMB No. 0651-011 ((EXPIRED); 4/94)

TRADEMARK
REEL: 1863 FRAME: 0856

4F-514

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
LEARN PC, INC.

The undersigned, Jeffrey Traynor, Chief Financial Officer and Secretary of LEARN PC, Inc., a Minnesota corporation, hereby certifies that the following resolution was duly adopted by the shareholders and directors of the corporation pursuant to Chapter 302A of the Minnesota Business Corporation Act and the articles of incorporation of the corporation, and that such resolution has not been subsequently modified or rescinded:


RESOLVED, that Article 1 of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

ARTICLE 1. NAME

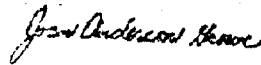
The name of the corporation shall be J3 Learning Corporation.

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IN WITNESS WHEREOF, the undersigned, the Chief Financial Officer and Secretary of LEARN PC, Inc., being duly authorized on behalf of LEARN PC, Inc., has executed this document as of January 3, 1995.


Jeffrey Traynor, Chief Financial Officer
and Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED
JAN 9 1995


Secretary of State

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