

7-199

07-01-1999

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To the Honorable Commissioner of Pa

101081072

al documents or copy thereof

1. Name of conveying party(ies):

United Education Centers, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 26 October 1998

Name and address of receiving party(ies):

Name: TestOut! Corporation

Internal Address:

Street Address: 50 South Main Street

City: Pleasant Grove State: UT ZIP: 84062

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

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

(Designations must be a separate document from Assignment)

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

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

A. Trademark Application No.(s)

75/481,541

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: L. Grant Foster

Internal Address: FOSTER & FOSTER L.L.C.

Street Address: 602 East 300 South

City: Salt Lake State: UT ZIP: 84102

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ 40,000

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1620

(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.

L. Grant Foster
Name of Person Signing

Signature

29 JUNE 1999

Date

Total number of pages comprising cover sheet:

4

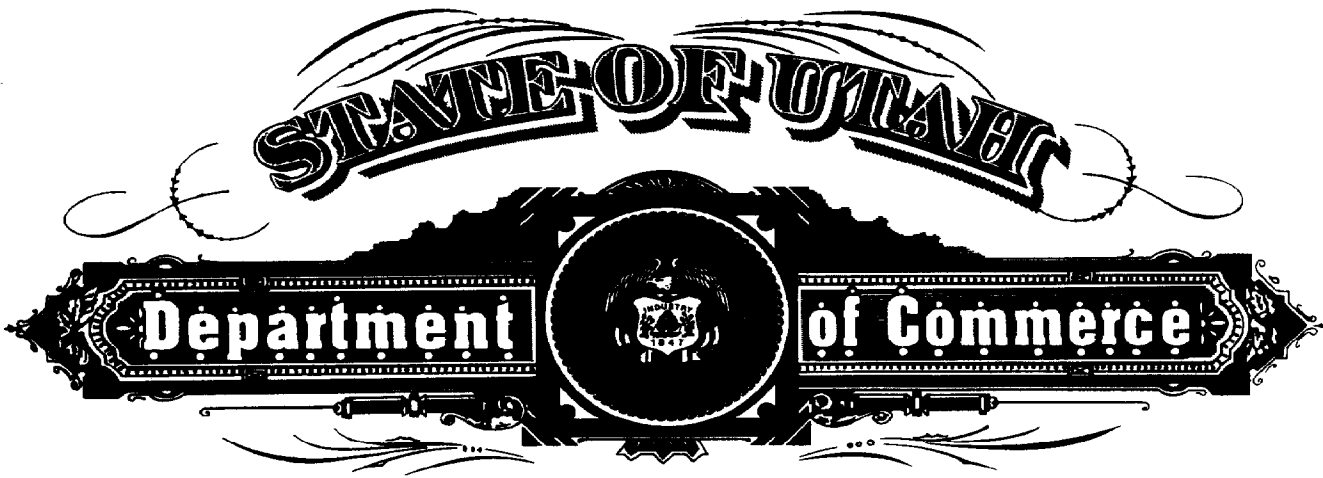
Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project(0651-0011), Washington, D.C. 20503.

TRADEMARK



**CERTIFICATION OF ARTICLES OF AMENDMENT
ENACTING CHANGE OF NAME**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT Articles of Amendment were
submitted by

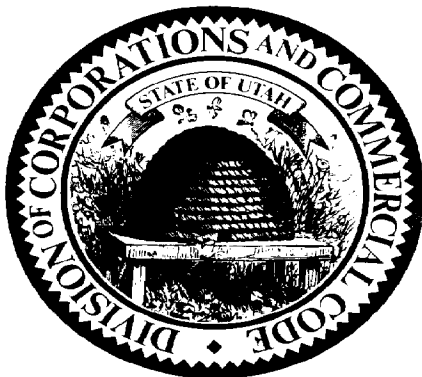
UNITED EDUCATION CENTERS, INC.

for approval and filing by this office on *OCTOBER 27, 1998*, and that
the corporation name is changed thereby to

TESTOUT! CORPORATION

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: *CO 168844*



Dated this 25TH day
of June, 1999.


Lorena P. Riffo
Division Director of
Corporations and Commercial Code

TRADEMARK

REEL: 001922 FRAME: 0541

20168844

27 Oct 98

BS 11/24/98

**ARTICLES OF AMENDMENT
for
TestOut! Corporation
(Formerly United Education Centers, Inc.)**



Pursuant to the Utah Revised Business Corporation Act, United Education Centers, Inc., a Utah Corporation (the "Corporation") hereby adopts the following Articles of Amendment to the Corporation's Articles of Incorporation.

**Article I
Name**

The name of the Corporation has heretofore been United Education Centers, Inc.

**Article II
Amendment**

The name of the Corporation, as designated in Article I of the original Articles of Incorporation, is hereby changed to TestOut! Corporation.

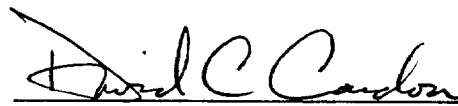
**Article III
Date of Adoption**

These articles of amendment are hereby adopted, effective this 26 day of October, 1998.

**Article IV
Approval by Shareholders**

The total number of shares of the Corporation's Class A--Voting stock which are outstanding are 10,000. All of such shares are entitled to vote on this Amendment, and were indisputably represented at the meeting at which this Amendment was approved.

The number of such shares cast for this amendment were 10,000. The number of votes cast for the amendment by holders of such shares was sufficient for approval.



David C. Cardon, Vice President

832000104

RECEIVED

OCT 27 1998

UTAH STATE TAX COMMISSION
150 EAST CENTER
PROVO, UTAH 84606

RECORDED: 07/01/1999

**TRADEMARK
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