

07-29-1999



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Docket No.:

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To the Honorable Commissioner of Patents and Trademarks, please forward the attached original documents or copy thereof.

M R D 7-22-99

1. Name of conveying party(ies):

Real Education, Inc.

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

Additional names(s) of conveying party(ies) Yes No

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

Name: eCollege.com, Inc.

Internal Address: _____

Street Address: 10200-A East Girard Avenue

City: Denver State: CO ZIP: 80231

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: June 21, 1999

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

A. Trademark Application No.(s)

75/483,537 75/601,557 75/706,050
75/586,558 75/609,702 75/706,051
75/601,556 75/609,703

Additional numbers

B. Trademark Registration No.(s)

2,247,134
2,260,928

Yes No

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

Name: Erica R. Borenstein

Internal Address: Dorsey & Whitney LLP

Street Address: 370 17th Street, Suite 4400

City: Denver State: CO ZIP: 80202

6. Total number of applications and registrations involved:.....

10

7. Total fee (37 CFR 3.41):.....\$ \$265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-1415

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.

Erica R. Borenstein

Name of Person Signing

Signature

July 22, 1999

Date

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"REAL EDUCATION, INC.", A COLORADO CORPORATION, WITH AND INTO "ECOLLEGE.COM, INC." UNDER THE NAME OF "ECOLLEGE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF JUNE, A.D. 1999, AT 9:05 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9827627

DATE: 06-24-99

TRADEMARK
REEL: 001936 FRAME: 0086

**CERTIFICATE OF OWNERSHIP
AND MERGER
OF
REAL EDUCATION, INC.
(a Colorado corporation)
INTO
eCollege.com, Inc.
(a Delaware corporation)**

Real Education, Inc., a Colorado corporation (the "Company"), does hereby certify as follows in accordance with Section 253 of the Delaware General Corporation Law:

FIRST: The Company owns 100% of the issued and outstanding stock of eCollege.com, Inc., a Delaware corporation ("eCollege.com").

SECOND: That, pursuant to an Action by Unanimous Written Consent of the Board of Directors of the Company, dated as of May 11, 1999, the following resolutions were adopted:

RESOLVED, that the Company shall be reincorporated as a Delaware corporation by effecting a merger (the "Merger") of the Company with and into eCollege.com, Inc., a Delaware corporation ("eCollege.com"), in which (i) each outstanding share of the Common Stock of the Company shall be converted into seven (7) shares of Common Stock of eCollege.com having a par value of \$.01 per share, (ii) each outstanding share of the Series A Preferred Stock of the Company shall be converted into seven (7) shares of Series A Preferred Stock of eCollege.com having a par value of \$.01 per share, (iii) each outstanding share of the Series B Preferred Stock of the Company shall be converted into seven (7) shares of Series B Preferred Stock of eCollege.com having a par value of \$.01 per share, and (iv) each outstanding share of the Series C Preferred Stock of the Company shall be converted into seven (7) shares of Series C Preferred Stock of eCollege.com having a par value of \$.01 per share;

RESOLVED FURTHER, that each option or warrant issued or granted by the Company to purchase shares of the Company's Common Stock that is outstanding on the effective date of the Merger (the "Effective Date") shall, by virtue of the Merger and without any action on the part of the holder thereof, be changed into and become an option or warrant to purchase Common Stock of eCollege.com, upon the same terms and conditions as set forth in those instruments evidencing such option as in effect on the Effective Date;

an Agreement and Plan of Merger, between the Company and eCollege.com (the "Merger Agreement"), be, and the same hereby is, adopted and approved as a plan of reorganization of the Company within the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

RESOLVED FURTHER, that the President and Chief Executive Officer or any Vice President and the Secretary or any Assistant Secretary of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver the Merger Agreement and to affix the corporate seal of the Company thereto and to attest the same, with such changes therein and additions thereto as may be approved by the officers of the Company executing the same, such approval to be evidenced conclusively by his or their execution thereof.

THIRD: The aforesaid Merger Agreement has been adopted, approved, executed, verified and filed in accordance with the laws of the State of Colorado.

FOURTH: The Amended and Restated Certificate of Incorporation of eCollege.com shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 10200 "A" East Girard Avenue, Denver, Colorado, 80231.

SIXTH: A copy of the Merger Agreement will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The Effective Date of the Merger Agreement will coincide with the filing of this Certificate of Ownership and Merger with the Delaware Secretary of State.

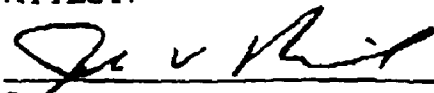
Executed and verified this 21st day of June, 1999.

REAL EDUCATION, INC.,
a Colorado corporation

By: 

President and Chief Executive Officer
Robert N. Helmick

ATTEST:



Secretary

John V. Helmick

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