

09-20-1999

OVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

9-15-99

To The Honorable

101147462

Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

ANOTHER GENERATION ENTERPRISES, INC. (a Florida Corporation); EDUCO, INC. (a Maryland Corporation)

2. Name and address of receiving party(ies)

Name: NOBEL EDUCATION DYNAMICS, INC.

Internal Address:

Rose Tree Corporate Center II Street Address: 1400 North Providence Road Suite 3055

City: Media State: PA Zip: 19063

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

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

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

3. Nature of conveyance:

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

Execution Date: December 19, 1997

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

A) Trademark Application No.(s)

B) Trademark Registration No.(s)

(Registration No. 1,838,165 Registration No. 1,792,993)

Additional numbers attached? Yes No

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

CAESAR, RIVISE, BERNSTEIN, COHEN & POKOTILOW, LTD.

Attention: Eric S. Marzluf, Esq.

12th Floor - 7 Penn Center 1635 Market Street, Phila, PA 19103-2212

6. Total number of applications and registrations involved..... 2

7. Total fee (37 CFR 3.41)..... \$ 80.00

Authorized to Charge to Deposit Account No. 03-0075 (duplicate attached)

09/17/1999 2:00 PM 00000118 030075 1838165

DO NOT USE THIS SPACE

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8. 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.

Eric S. Marzluf

Name of Person Signing

Signature

9. 8. 99 Date

Total number of pages including cover sheet, attachments and document: 6

Mall documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks, Box Assignments, Washington DC 20531

TRADEMARK REEL: 001959 FRAME: 0373

State of Delaware
Office of the Secretary of State

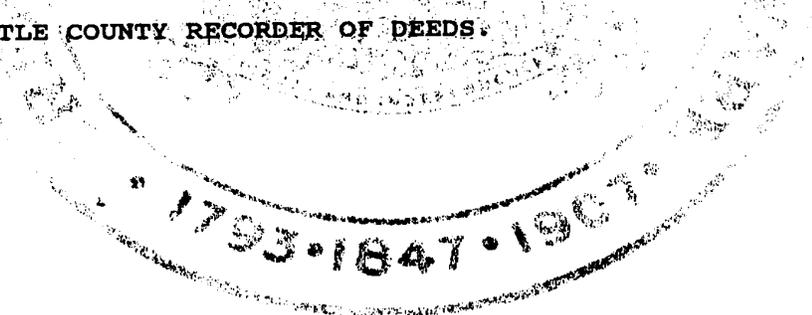
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ANOTHER GENERATION ENTERPRISES, INC.", A FLORIDA CORPORATION,

"EDUCO, INC.", A MARYLAND CORPORATION,

WITH AND INTO "NOBEL EDUCATION DYNAMICS, INC." UNDER THE NAME OF "NOBEL EDUCATION DYNAMICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 11:30 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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971444581

AUTHENTICATION: 8832431

DATE: 12-23-97

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CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
EDUCO, INC.,
AND
ANOTHER GENERATION ENTERPRISES, INC.
INTO
NOBEL EDUCATION DYNAMICS, INC.

NOBEL EDUCATION DYNAMICS, INC, a corporation organized and existing under the laws of Delaware (the "Company"), does hereby certify that:

1. The Company was incorporated on March 30, 1983, pursuant to the General Corporation Law of the State of Delaware.
2. The Company owns all of the outstanding shares of the capital stock of (a) Educo, Inc., a corporation incorporated on April 5, 1963, pursuant to the laws of the State of Maryland, and (b) Another Generation Enterprises, Inc., a corporation incorporated on January 27, 1992, pursuant to the laws of the State of Florida (collectively, the "Subsidiaries").
3. The Company, by the following resolutions of its board of directors, duly adopted by its members on December 19, 1997, has determined to merge the Subsidiaries into the Company:

WHEREAS, the Company owns all of the issued and outstanding shares of each of Educo, Inc. and Another Generation Enterprises, Inc. (collectively, the "Subsidiaries"); and

WHEREAS, the Board of Directors of the Company hereby determines that it is in the best interest of the Company to merge the Subsidiaries within and into itself.

NOW THEREFORE, it is hereby:

RESOLVED, that the Subsidiaries be merged with and into the Company (the "Mergers"), and, pursuant to the Mergers the Company assume all of the Subsidiaries' obligations.

RESOLVED, that the Company adopt the Plans of Merger with respect to each of the Subsidiaries attached hereto as Exhibits A and B, respectively.

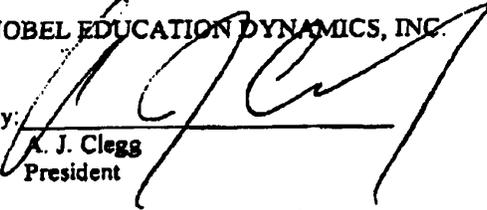
RESOLVED, that the Mergers shall become effective on December 27, 1997.

RESOLVED, that the officers of the Company are hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the

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Subsidiaries with and into the Company and to assume all their respective liabilities and obligations, and the date of adopting thereof, and to cause the same to be filed with the Secretary of State of Delaware, and to make and execute appropriate Articles of Merger and to cause the same to be filed with the Secretaries of State of each of Florida and Maryland, and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect the Mergers; and to take any and all further action which such officers may deem necessary or desirable to effectuate an action authorized by these resolutions and otherwise to carry out the purposes and intent of the foregoing resolutions; and the execution by any such officer of such documents or the performance by any such officer of any such act in connection with the foregoing matters shall conclusively establish his or her authority from the Company in connection therewith and the approval and ratification by the Company of the documents so executed and the actions so taken.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by its President, and attested by its Secretary, as of this 19th day of December, 1997.

NOBEL EDUCATION DYNAMICS, INC.
 By: 
 A. J. Clegg
 President

ATTEST:

By: 
 Yvonne DeAngelo
 Secretary

Exhibit A

**PLAN OF MERGER
FOR THE MERGER OF
EDUCO, INC.
WITH AND INTO**

NOBEL EDUCATION DYNAMICS, INC.

PLAN OF MERGER ("Plan") dated as of December 19, 1997 by and between NOBEL EDUCATION DYNAMICS, INC., a Delaware corporation ("Parent") and EDUCO, INC., a Maryland corporation and wholly owned subsidiary of Parent ("Subsidiary"). Parent and Subsidiary are hereinafter sometimes collectively referred to as the "Constituent Corporations."

Background

Parent is duly organized and validly existing under the laws of the State of Delaware, and is filing appropriate documentation to become qualified to do business in the State of Maryland. Subsidiary is duly organized and validly existing under the laws of the State of Maryland. The Plan of Merger hereinafter set forth has been approved and duly adopted by the Boards of Directors of Parent and Subsidiary.

This Plan sets forth the terms and conditions of the merger of Subsidiary with and into Parent (the "Merger"), the mode of carrying the same into effect, and related matters.

Plan

Section 1. Merger of Subsidiary into Parent. In accordance with the provisions of this Plan, the Corporations and Associations Article of the Code of Maryland ("Maryland Code") and the Delaware General Corporation Law ("DGCL"), on the Effective Date (as defined in Section 4), Subsidiary shall be merged with and into Parent, which shall be the surviving corporation.

Section 2. Effect of the Merger. On the Effective Date, the separate existence of Subsidiary shall cease and Parent shall succeed, without other transfer (all as provided by applicable provisions of the Maryland Code and DGCL), to all rights and property of Subsidiary and shall be subject to all debts and liabilities of Subsidiary in the same manner as if Parent had itself incurred them. All rights of creditors and all liens upon the property of each of the Constituent Corporations shall be preserved unimpaired against Parent and its property.

Section 3. Cancellation of Shares. Each share of Subsidiary which has been issued and is outstanding on the Effective Date, and all rights in respect thereof, shall be canceled on the Effective Date, and no shares of Parent shall be issued in exchange therefor.

Section 4. Effective Date. The Merger shall become effective on December 27, 1997 (the "Effective Date").

Section 5. Certificate of Incorporation and By-Laws. There shall be no change in either the Certificate of Incorporation, as amended, or the By-Laws, as amended, of Parent, by reason of the Merger.

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Exhibit B

**PLAN OF MERGER
FOR THE MERGER OF
ANOTHER GENERATION ENTERPRISES, INC.
WITH AND INTO
NOBEL EDUCATION DYNAMICS, INC.**

PLAN OF MERGER ("Plan") dated as of December 19, 1997 by and between NOBEL EDUCATION DYNAMICS, INC., a Delaware corporation ("Parent") and ANOTHER GENERATION ENTERPRISES, INC., a Florida corporation and wholly owned subsidiary of Parent ("Subsidiary"). Parent and Subsidiary are hereinafter sometimes collectively referred to as the "Constituent Corporations."

Background

Parent is duly organized and validly existing under the laws of the State of Delaware, and is filing appropriate documentation to become qualified to do business in the State of Florida. Subsidiary is duly organized and validly existing under the laws of the State of Florida. The Plan of Merger hereinafter set forth has been approved and duly adopted by the Boards of Directors of Parent and Subsidiary.

This Plan sets forth the terms and conditions of the merger of Subsidiary with and into Parent (the "Merger"), the mode of carrying the same into effect, and related matters.

Plan

Section 1. Merger of Subsidiary into Parent. In accordance with the provisions of this Plan, the Florida Business Corporation Act ("FBCA") and the Delaware General Corporation Law ("DGCL"), on the Effective Date (as defined in Section 4), Subsidiary shall be merged with and into Parent, which shall be the surviving corporation.

Section 2. Effect of the Merger. On the Effective Date, the separate existence of Subsidiary shall cease and Parent shall succeed, without other transfer (all as provided by applicable provisions of the FBCA and DGCL), to all rights and property of Subsidiary and shall be subject to all debts and liabilities of Subsidiary in the same manner as if Parent had itself incurred them. All rights of creditors and all liens upon the property of each of the Constituent Corporations shall be preserved unimpaired against Parent and its property.

Section 3. Cancellation of Shares. Each share of Subsidiary which has been issued and is outstanding on the Effective Date, and all rights in respect thereof, shall be canceled on the Effective Date, and no shares of Parent shall be issued in exchange therefor.

Section 4. Effective Date. The Merger shall become effective on December 27, 1997 (the "Effective Date").

Section 5. Certificate of Incorporation and By-Laws. There shall be no change in either the Certificate of Incorporation, as amended, or the By-Laws, as amended, of Parent, by reason of the Merger.

RECORDED: 09/15/1999

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