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To The Honorable Commissioner of Patents and Trademarks

and the attached original document or copy thereof.

1. Name of conveying party(ies):

ANOTHER GENERATION ENTERPRISES AT NORTHCORP CENTER, INC.; ANOTHER GENERATION ENTERPRISES INC.; ANOTHER GENERATION ENTERPRISES OF PLANTATION, INC.; AND LEARNING PLUS, INC. WITH AND INTO AGE EMBASSY LAKES, INC.

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

ALL FLORIDA CORPORATIONS

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

2. Name and address of receiving party(ies)

ANOTHER GENERATION ENTERPRISES, INC.

Internal Address:

Street Address: 7025 NW 4th Street

City: Plantation State: FL Zip: 33317

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

3. Nature of conveyance:

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

Execution Date: APRIL 16, 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 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 DMGUYEM 00000117 030075 1838165

DO NOT USE THIS SPACE

01 FC: A01 40.00 CH
02 FC: A02 20.00 CH
the best of your 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

E S Marzluf
Signature

9-8-99

Date

Total number of pages including cover sheet, attachments and document: 10

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

TRADEMARK
REEL: 001959 FRAME: 0379



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

Re: Document Number V09928

The Articles of Merger were filed May 7, 1997, for AGE EMBASSY LAKES, INC. which changed its name to ANOTHER GENERATION ENTERPRISES, INC., the surviving Florida corporation.

Should you have any further questions concerning this matter, please feel free to call (904) 487-6050, the Amendment Filing Section.

Annette Hogan
Corporate Specialist
Division of Corporations

Letter Number: 497A00024272

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

TRADEMARK
REEL: 001959 FRAME: 0380

ARTICLES OF MERGER

OF

ANOTHER GENERATION ENTERPRISES AT NORTHCORP CENTER, INC.;

ANOTHER GENERATION ENTERPRISES INC.;

ANOTHER GENERATION ENTERPRISES OF PLANTATION, INC.; AND

LEARNING PLUS, INC.

WITH AND INTO

AGE EMBASSY LAKES, INC.

FILED
97 MAY -7 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations ("Constituent Corporations") adopt the following articles of merger:

FIRST: The plan of merger is as set forth in Exhibit A hereto. The plan of merger also effects the amendment and restatement of the articles of incorporation of the surviving corporation.

SECOND: The effective date of the merger is the date of filing of these Articles of Merger.

THIRD: The plan of merger (including amendment and restatement of the articles of incorporation of the surviving corporation) was adopted by the shareholders of each of the Constituent Corporations on April 16, 1997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf by a duly authorized officer as of the 16th day of April, 1997.

ANOTHER GENERATION ENTERPRISES AT NORTHCORP
CENTER, INC.

By: *Yvonne DeAngelo*
Yvonne DeAngelo
Vice President

ANOTHER GENERATION ENTERPRISES INC.

By: *Yvonne DeAngelo*
Yvonne DeAngelo
Vice President

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REEL: 001959 FRAME: 0381

ANOTHER GENERATION ENTERPRISES OF PLANTATION, INC.

By: Yvonne DeAngelo
Yvonne DeAngelo
Vice President

LEARNING PLUS, INC.

By: Yvonne DeAngelo
Yvonne DeAngelo
Vice President

AGE EMBASSY LAKES, INC.

By: Yvonne DeAngelo
Yvonne DeAngelo
Vice President

PLAN AND AGREEMENT OF MERGER FOR THE MERGER OF
ANOTHER GENERATION ENTERPRISES AT NORTHCORP CENTER, INC.;
ANOTHER GENERATION ENTERPRISES INC.;
ANOTHER GENERATION ENTERPRISES OF PLANTATION, INC.; AND
LEARNING PLUS, INC.
WITH AND INTO
AGE EMBASSY LAKES, INC.

PLAN AND AGREEMENT OF MERGER ("**Agreement**") dated as of April 16, 1997 by and among ANOTHER GENERATION ENTERPRISES AT NORTHCORP CENTER, INC. ("**Northcorp**"); ANOTHER GENERATION ENTERPRISES INC. ("**AGE**"), ANOTHER GENERATION ENTERPRISES OF PLANTATION, INC. ("**Plantation**"); LEARNING PLUS, INC. ("**LPI**"), and AGE EMBASSY LAKES, INC. ("**Embassy**"), each a Florida corporation. (Embassy is sometimes hereinafter referred to as the "**Surviving Corporation**". Each of Northcorp, AGE, Plantation and LPI is sometimes hereafter referred to as a "**Merged Corporation**". Each of Northcorp, AGE, Plantation, LPI and Embassy is sometimes hereafter referred to as a referred to as a "**Constituent Corporation**".)

Background

Each of the Constituent Corporations is a duly organized and validly existing corporation under the laws of the State of Florida. The respective Boards of Directors of the Constituent Corporations have determined that it is advisable and in the best interests of the respective Constituent Corporations and their shareholders that the Merged Corporations be merged into the Surviving Corporation, upon the terms and conditions hereinafter set forth and in accordance with Section 607.1101 of the Florida Business Corporation Act ("**FBCA**"). The Agreement and Plan of Merger hereinafter set forth has been approved and duly adopted by the shareholders of each Constituent Corporation.

The parties are entering into this Agreement in order to set forth the terms and conditions of the merger of the Merged Corporations with and into the Surviving Corporation (the "**Merger**"), the mode of carrying the Merger into effect, and related matters.

Terms

ARTICLE 1. MERGER

Section 1.1. Merger of Merged Corporations into Surviving Corporation. In accordance with the provisions of this Agreement and the FBCA, at the Effective Time (as defined in Section 1.5), the Merged Corporations shall be merged with and into the Surviving Corporation, which shall be the surviving corporation.

Section 1.2. Effect of the Merger. At the Effective Time, the separate existence of each Merged Corporation shall cease and the Surviving Corporation shall succeed, without other transfer, to all rights and property of the Merged Corporations (all as provided by applicable provisions of the FBCA) and shall be subject to all debts and liabilities of the Merged Corporations in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens upon the property of each of the Merged Corporations shall be preserved unimpaired against the Surviving Corporation and its property.

Section 1.3. Articles of Incorporation; Bylaws.

(a) **Articles of Incorporation.** At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth in Appendix A hereto, which shall thereafter continue to be its Articles of Incorporation, until changed as provided by law.

(b) **Bylaws.** The Bylaws of the Surviving Corporation as in effect at the Effective Time shall continue to be the Bylaws of the Surviving Corporation, until changed as provided by law.

Section 1.4. Shares. At the Effective Time, as a result of the effectiveness of the Merger:

(a) **Surviving Corporation Common Stock.** Each then issued and outstanding shares of the Common Stock of the Surviving Corporation will be and continue to be an issued and outstanding share of the Common Stock of the Surviving Corporation. Each share of Common Stock then held in the treasury of the Surviving Corporation shall be canceled.

(b) **Northcorp Common Stock.** Each then issued and outstanding shares of the Common Stock of Northcorp will be converted into 1.3 shares of the Common Stock of the Surviving Corporation (with the result that the 99 then issued and outstanding shares will be converted to 128.7 shares). Each share of Common Stock then held in the treasury of Northcorp shall be canceled.

(c) **AGE Common Stock.** Each then issued and outstanding share of the Common Stock of AGE will be converted into 0.1375 shares of the Common Stock of the Surviving Corporation (with the result that the 960 then issued and outstanding shares will be converted to 132 shares). Each share of Common Stock then held in the treasury of AGE shall be canceled.

(d) **Plantation Common Stock.** Each then issued and outstanding share of the Common Stock of Plantation will be converted into 0.99 shares of the Common Stock of the Surviving Corporation (with the result that the 110 then issued and outstanding shares will be converted to 108.9 shares). Each share of Common Stock then held in the treasury of Plantation shall be canceled.

(e) **LPI Common Stock.** Each then issued and outstanding share of the Common Stock of LPI will be converted into 0.1914 shares of the Common Stock of the Surviving Corporation (with the result that the 1,000 then issued and outstanding shares will be converted to 191.4 shares). Each share of Common Stock then held in the treasury of LPI shall be canceled.

Section 1.5. Effective Time. The Merger shall become effective on filing of Articles of Merger relating to the Merger with the Secretary of State of Florida (the "Effective Time").

ARTICLE 2. MISCELLANEOUS.

Section 2.1. Amendment and Termination. This Agreement may be terminated or amended prior to the Effective Time only by the written consent of the parties hereto.

Section 2.2. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original, but which together shall constitute a single agreement.

IN WITNESS WHEREOF, each of the Constituent Corporations has executed this Plan and Agreement of Merger as of the date first above written.

ANOTHER GENERATION ENTERPRISES AT NORTHCORP
CENTER, INC.

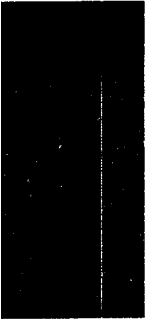
By: _____
Yvonne DeAngelo
Vice President

ANOTHER GENERATION ENTERPRISES INC.

By: _____
Yvonne DeAngelo
Vice President

ANOTHER GENERATION ENTERPRISES OF PLANTATION, INC.

By: _____
Yvonne DeAngelo
Vice President



LEARNING PLUS, INC.

By: _____
Yvonne DeAngelo
Vice President

AGE EMBASSY LAKES, INC.

By: _____
Yvonne DeAngelo
Vice President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANOTHER GENERATION ENTERPRISES, INC.
(formerly, AGE Embassy Lakes, Inc.)

Article I — Name

The name of the corporation is:

Another Generation Enterprises, Inc.

Article II — Address

The principal place of business of this corporation shall be: Another Generation Enterprises, Inc., 7025 NW 4th Street, Plantation, Florida 33317 and the mailing address shall be the same.

Article III — Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

Article IV — Term of Existence

The corporation is to exist perpetually.

Article V — Registered Agent

The street address of the registered office of the Company is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its registered agent at such address is CT Corporation System.

TRADEMARK
REEL: 001959 FRAME: 0387

Acceptance by the Registered Agent as required in Section 607.0501 (3) F.S.:

CT Corporation system is familiar with and accepts the obligations provided for in Section 607.0505

CT CORPORATION SYSTEM

Dated: April 7, 1997

By: Connie Bryan

(Type name of officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Title of officer)

FILED
97 MAY - 7 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECORDED: 09/15/1999

TRADEMARK
REEL: 001959 FRAME: 0388