

10-04-1999

1-3-92



To the Honorable Commissioner of Patents

101160446

documents or copy thereof.

1. Name of conveying party(ies): Microleague Multimedia, Inc.

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

Name: Ablesoft, Inc.

Internal Address: _____

Street Address: 1001 Millersville Rd.

City: Lancaster State: PA Zip: 17604

- Individual(s)
- Association
- General Partnership
- Lim'd Partnership
- Corporation-State PA
- Other _____

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

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

3. Nature of Conveyance:
- Assignment
 - Merger
 - Security Agreement
 - Change of Name
 - Other _____

Execution Date: November 30, 1998

If Assignee is not domiciled in the United States, a designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

09-27-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

4. Application number(s) or registration number(s):
A. Trademark Application No. (s)

B. Trademark Registration No. (s)
694,175

Additional numbers attached? Yes No

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

Name: Martin Fruitman

Internal Address: _____

Street Address: 419 N. George St.

City: Millersville State: PA Zip: 17551

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.41)... \$ 40.00

- Enclosed
- Authorized for charge 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.

Martin Fruitman
Name of Person Signing

Martin Fruitman
Signature

9/26/99
Date

Total number of pages comprising cover sheet: 175

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

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

**Commissioner of Patents and Trademarks
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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.

Microfilm Number _____

Filed with the Department of State on NOV 30 1998

Entity Number 1513560

Kim Fitzgerald
ACTING Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1916 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1916 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

- 1. The name of the corporation is: Microleague Multimedia, Inc.
- 2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1001 Milleraville Road, Lancaster, PA 17604
 Number and Street City State Zip County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

- 3. The statute by or under which it was incorporated is: Business Corporation Law
- 4. The date of its incorporation is: June 21, 1989

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment is filed pursuant to confirmed plan of reorganization and an order of the United States Bankruptcy Court for the Eastern District of Pennsylvania.

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE
NOV 30 1998

DSCB:15-1915 (Rev 91)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 30th day of November 19 98.

Microleague Multimedia, Inc.

(Name of Corporation)

BY:

Norman M. Lane

(Signature)

TITLE:

PRESIDENT

EXHIBIT A TO
ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
OF
MICROLEAGUE MULTIMEDIA, INC.

The Articles of Incorporation of Microleague Multimedia, Inc. are Amended and Restated in their entirety to read as follows:

1. The name of the Corporation is Ablesoft, Inc. (the "Corporation").
2. The location and post office address of the Corporation's registered office in this Commonwealth is: 1001 Millersville Road, Lancaster, PA 17604.
3. The Corporation is incorporated under the provisions of the Business Corporation Law of 1988, and shall have the power to engage in and do all lawful acts concerning any or all lawful business for which corporations may be incorporated under such Law.
4. (a) The total number of shares of stock which the corporation has authority to issue is Eleven Million, consisting of One Million (1,000,000) shares of Preferred Stock, and Ten Million (10,000,000) shares of Common Stock, par value \$.01 per share.

(b) The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series or classes, with such voting powers, full or limited, or without voting powers, and which such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, and with respect to each series so established, to fix and determine the relative rights and preferences thereof with respect to (a) the rate of dividends and the date from which such dividends shall be cumulative upon all shares of such series issued prior to the record date for the initial dividend thereon, (b) the time and price, and other terms and conditions, at which shares of such series may be redeemed, (c) the rights of the holders of such shares to convert such shares into, or exchange such shares for, shares of any other class or series of the Corporation and (d) the amounts payable thereon in event of voluntary or involuntary liquidation, as shall be stated and expressed in a resolution adopted by the Board of Directors.

(c) Pursuant to the authority conferred on it pursuant to the preceding paragraph, the Board of Directors has designated three series of Preferred Stock, as follows:

A. Series A Preferred Stock. The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereon, of the Series A Preferred Stock shall be as follows:

(1) Voting and General Rights. Holders of the Series A Preferred Stock shall have the right (voting separately as a class) to elect a majority of the board of directors of the Corporation at all times. The affirmative vote of at least two-thirds (2/3) of the holders of Series A Preferred Stock (voting separately as a class) will be necessary to permit, affect or validate any one or more of the following:

(i) The authorization, creation or issuance of capital stock of the Corporation into, or authorization, creation or issuance of any obligation or security convertible into or evidencing a right to purchase, any shares of any class of capital stock of the Corporation (including any class or series of preferred stock) ranking on parity with or senior to the Series A Preferred Stock;

(ii) The amendment or repeal of any of the provisions of the Articles of Incorporation regarding the Series A Preferred Stock, whether by merger, consolidation or otherwise, which would materially and adversely affect the preferences, rights, powers or privileges of the Series A Preferred Stock;

(iii) The entry into any agreement that would restrict the Corporation's ability to perform under the Series A Preferred Stock;

(iv) The amendment of the Corporation's Articles of Incorporation or By-Laws in any way which adversely affects the rights and preferences of the holders of the Series A Preferred Stock as a class;

(v) The issuance of any of the Corporation's securities, other than as may be required by (a) contractual commitments of the Corporation, (b) the Series B Preferred Stock Dividends and Series C Preferred Stock Dividends or (c) pursuant to management compensation plans approved by the Board;

(vi) The entry by the Corporation or its subsidiaries into any business other than the operation of the distribution and marketing of computer-based content and services providing for entertainment education and related materials;

(vii) The sale of substantially all of the assets or stock of the Corporation (whether by merger, consolidation or otherwise) without, as part of such transaction, effecting the redemption of all outstanding preferred stock of the Corporation owned by the holders of the Series A Preferred Stock.

(2) Dividends. The holders of Series A Preferred Stock shall be entitled to a dividend of \$3.75 per annum per share, payable quarterly. The holders of the Series A Preferred Stock will receive cumulative quarterly dividends, payable in arrears each first day of January, April, July and October ("Dividend Payment Dates"). On each Dividend Payment Date prior to December 1, 2003, the quarterly dividend ("Quarterly Dividend") will be payable at the rate of 15 % per annum and will equal \$0.94 per share, in cash, out of funds legally available or, at the option of the Corporation, by issuance of that number of additional shares of Series A Preferred Stock which shall be equal to (i) the amount of the cash quarterly dividend due and payable divided by (ii) the issuance price of the Series A Preferred Stock of \$25.00 per share (the "Series A Issuance Price"). On the Dividend Payment Dates after December 1, 2003, the quarterly dividend will be payable only in cash, out of funds legally available.

(3) Liquidation. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, before any distribution of assets shall be made to the holders of any other capital stock of the Corporation, the holder of each share of Series A Preferred Stock then outstanding, shall be entitled to be paid out of the assets

of the Corporation available for distribution to its shareholders, an amount equal to the price per share equal to the Series A Issuance Price plus accrued and unpaid dividends (the "Series A Redemption Price"). A consolidation or merger of the Corporation shall not be deemed to be a liquidation, dissolution or winding up within the meaning of these Articles of Incorporation.

(4) Mandatory Conversion. Each share of Series A Preferred Stock shall, upon the closing of a Qualified Offering, as hereinafter defined, automatically convert into that number of shares of common stock of the Corporation (the "Common Stock") equal to the quotient of the Series A Redemption Price divided by the Offering Price Per Share, as hereinafter defined. "Offering Price Per Share" shall mean the gross sales price to the public of a share of Common Stock in the Qualified Offering, without regard to any underwriting discounts, sales commissions, spreads, or the like. "Qualified Offering" shall mean a completed offering of Common Stock registered under the provisions of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

B. Series B Preferred Stock. The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereon, of the Series B Preferred Stock shall be as follows:

(1) Convertibility.

i. At the option of the holder, each share of Series B Preferred Stock held by such holder may be converted at any time into Common Stock on the basis of one share of Series B Preferred Stock for fifteen (15) shares of Common Stock;

ii. a holder of Series B Preferred Stock may exercise the conversion rights given in this subparagraph (ii) by tendering shares of his or her Series B Preferred Stock certificates endorsed in blank (or with a properly executed stock transfer power endorsed in blank attached) to the Corporation or its transfer agent with an appropriate letter of instruction. All signatures on such documents shall be guaranteed by a financial institution or securities brokerage firm which is a member of the Securities Transfer Agents Medallion Program;

iii. upon conversion, the shares of Series B Preferred Stock tendered shall be canceled; and

iv. shares of Series B Preferred Stock tendered for conversion shall be deemed to be converted as of the earlier of their receipt by the Corporation or the date of receipt of the letter of instruction referred to in subparagraph (ii).

(2) Dividends. The holders of Series B Preferred Stock shall be entitled to a dividend of \$2.25 per annum per share, payable quarterly. The holders of the Series B Preferred Stock will receive cumulative quarterly dividends, payable in arrears each Dividend Payment Date. On each Dividend Payment Date prior to December 1, 2003, the Quarterly Dividend will be payable at the rate of 9.0% per annum and will equal \$0.56 per share, in cash, out of funds legally available or at the option of the Corporation, by issuance of that number of additional shares of Series B Preferred Stock which shall be equal to the amount of the cash quarterly dividend due and payable divided by the issuance price of the

Series B Preferred Stock of \$25.00 per share (the "Series B Issuance Price"). On the Dividend Payment Dates after December 1, 2003, the quarterly dividend will be payable only in cash, out of funds legally available.

(3) Redemption.

i. The Corporation shall have the right, which right may be exercised in whole or in part at any time and from time to time, to call for redemption shares of the Series B Preferred Stock at a redemption price equal to the Series B Issuance Price plus any accrued and unpaid dividends (the "Series B Redemption Price"); provided, however, that shares of the Series B Preferred Stock may be redeemed only after full cumulative dividends on all shares of preferred stock (of all series) then outstanding at the end of the quarterly dividend period next preceding the date fixed for redemption shall have been paid or declared and set apart for payment. Notice of such redemption shall be given by publication at least once in a newspaper of general circulation printed in the English language and customarily published on each business day in the City of Philadelphia, Pennsylvania. Notice of such redemption shall also be mailed to the holders of record of the shares to be redeemed at their respective addresses as the same shall appear on the books of the Corporation; but no failure to mail such notice, nor any defects therein or in the mailing thereof, shall affect the validity of the proceeding for the redemption of any shares so to be redeemed.

ii. In case of the redemption of less than all of the outstanding shares of the Series B Preferred Stock, the shares to be redeemed shall be selected pro rata (except for fractional shares which need not be redeemed).

iii. Following the mailing of the notice of redemption as provided in subparagraph (i), the holders of the Series B Preferred Stock to be redeemed shall have twenty (20) days in which to exercise their right to convert such stock to Common Stock as described in subparagraph (a) herein.

iv. The shares called for redemption shall, on the date of mailing of the notice of redemption, for all purposes, be deemed to have been redeemed and shall have no further rights except for the conversion rights given in subparagraph (iii), and payment of the redemption price shall be made promptly upon receipt by the Corporation of the shares so redeemed.

v. The Corporation shall have the power at any time or from time to time to purchase, either at public or private sale, any or all of the shares of the Series B Preferred Stock then outstanding upon the best terms which it, in its discretion, believes to be reasonably obtainable, but in no event at a price greater than the Series B Redemption Price; except that no sum shall be paid or set apart for the purchase of shares of Series B Preferred Stock at any time unless full cumulative dividends on all shares of preferred stock (of all series) then outstanding from the date from and after which dividends thereon are cumulative to the end of the quarterly dividend period next preceding such time shall have been paid or declared and set apart for payment.

(4) Liquidation. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, before any distribution of assets shall be made to the holders of any other capital stock of the Corporation, but after payment to holders of the Series A Preferred Stock, the holder of each share of Series B Preferred Stock

then outstanding, shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, an amount equal to the Series B Redemption Price on a pari passu basis with the Series C Preferred Stock.

(5) Mandatory Conversion. Each share of Series B Preferred Stock, upon the closing of a Qualified Offering, shall automatically convert into that number of shares of Common Stock equal to the quotient of the Series B Redemption Price divided by the Offering Price Per Share.

C. Series C Preferred Stock. The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereon, of the Series C Preferred Stock shall be as follows:

(1) Dividends. The holders of Series C Preferred Stock shall be entitled to a dividend of \$2.25 per annum per share, payable quarterly. The holders of the Series C Preferred Stock will receive cumulative quarterly dividends, payable in arrears each Dividend Payment Date. On each payment date prior to December 1, 2003, the Quarterly Dividend will be payable at the rate of 9.0% per annum and will equal \$0.56 per share, in cash, out of funds legally available or at the option of the Corporation, by issuance of that number of Series C Preferred Stock which shall be equal to the amount of the cash quarterly dividend due and payable divided by the issuance price of the Series C Preferred Stock of \$25.00 per share (the "Series C Issuance Price"). On the Dividend Payment Dates after December 1, 2003, the quarterly dividend will be payable only in cash, out of funds legally available.

(2) Redemption. The Series C Preferred Stock may be redeemed at the option of the Corporation at any time, in whole or in part, at the price per share equal to the Issuance Price plus accrued and unpaid dividends (the "Series C Redemption Price").

(3) Liquidation. In the event of any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, before any distribution of assets shall be made to the holders of any other capital stock of the Corporation, but after payment to holders of the Series A Preferred Stock, the holder of each share of Series C Preferred Stock then outstanding, shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, an amount equal to the Series C Redemption Price on a pari passu basis with the Series B Preferred Stock.

(4) Mandatory Conversion. Each share of Series C Preferred Stock shall, upon the closing of a Qualified Offering, automatically convert into that number of shares of Common Stock equal to the quotient of the Series C Redemption Price divided by the Offering Price Per Share.

5. The term for which the Corporation is to exist is perpetual.

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

SEPTEMBER 14, 1999

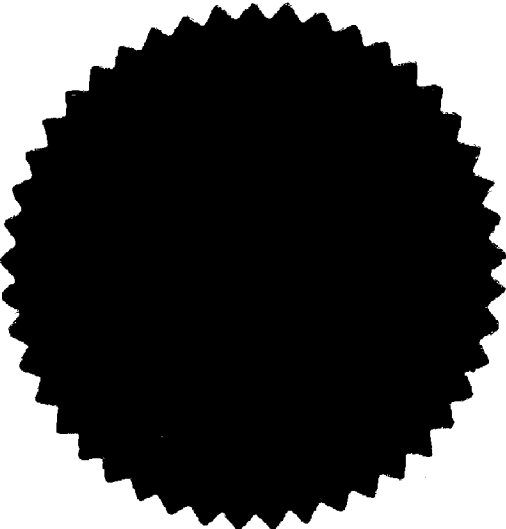
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

ABLESOFT, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli

Secretary of the Commonwealth

CFEN

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Label No.: EJ163932451US

Date of Deposit: September 27, 1999

Mark: APBA

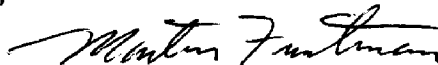
Paper: Recording of Change of Owner's Name

Title: ARTICLES OF AMENDMENT

Trademark Reg. No.: 694,175

Owner: Microleague Multimedia, Inc.

I hereby certify that this paper is being deposited with the U.S. Postal Service "Express Mail, Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner of Trademarks, 2900 Crystal Dr., Arlington, VA 22202-3513



Martin Fruitman
Attorney of Record
Reg. No. 26,890
419 N. George St
Millersville, PA 17551
Telephone (717) 872-7234