



11-01-1999

TRADEMARK



U.S. Patent & Trademark Office Form 101 (Rev. 11-01-99) Patents and Trademarks: Please record the attached

101194121

1. Name of conveying party(ies): Nobel Education Dynamics, Inc. 11-01-99

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State of Delaware, 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: December 7, 1998

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

Name: Nobel Learning Communities, Inc.

Internal Address:

Street Address: 1400 No. Providence Drive, Suite 3055

City: Media State: PA ZIP: 19063

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

75/608188, 75/596402, 75/333688

B. Trademark Registration No. (s)

1,977,394, 1,977,395

Additional numbers attached? Yes No

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

Name: William J. Lehane, Esq.

Internal Address:

Street Address: Drinker Biddle & Reath LLP

One Logan Square, 18th & Cherry Streets

City: Philadelphia State: PA ZIP: 19103

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

11/05/1999 NTHA11 00000210 75608188

DO NOT USE THIS SPACE

01 FC:481 40.00 OP, 02 FC:482 100.00 OP

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.

William J. Lehane, Name of Person Signing

Signature

Oct. 25, 1999 Date

Total number of pages comprising cover sheet: 1

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 AMENDMENT OF "NOBEL EDUCATION DYNAMICS, INC.", CHANGING ITS NAME FROM "NOBEL EDUCATION DYNAMICS, INC." TO "NOBEL LEARNING COMMUNITIES, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 1998, AT 10 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

2005835 8100

981466986

AUTHENTICATION: 9442327

DATE: 12-07-98

TRADEMARK
REEL: 001985 FRAME: 0911

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NOBEL EDUCATION DYNAMICS, INC.**

Nobel Education Dynamics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

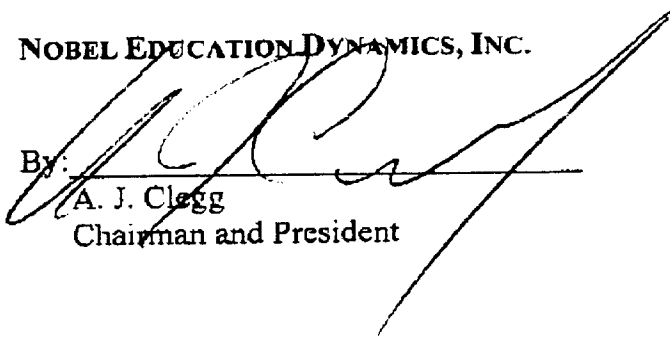
FIRST: That the board of directors of the Corporation, by unanimous written consent of its members dated August 31, 1998 executed in accordance with Section 141 of the General Corporation Law of the State of Delaware, adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said proposed amendment to be advisable and calling for consideration of said proposed amendment by the stockholders of the Corporation. The resolution setting forth the proposed amendment is attached hereto as Exhibit A.

SECOND: That thereafter, pursuant to the resolutions of the board of directors, the proposed amendment was approved by the stockholders of the Corporation at the 1998 Annual Meeting of Stockholders held on November 19, 1998

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by A. J. Clegg, its Chairman and President, and attested by Yvonne DeAngelo, its Secretary, this 19th day of November, 1998.

NOBEL EDUCATION DYNAMICS, INC.

By: 
A. J. Clegg
Chairman and President

Attest:

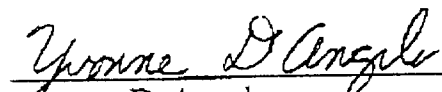

Yvonne DeAngelo
Secretary

EXHIBIT A

RESOLVED, that it is advisable and in the best interests of the Company that the Certificate of Incorporation of the Company, as amended, be further amended by amending Article First to read in its entirety as follows:

FIRST: The name of the Corporation is Nobel Learning Communities, Inc.