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To the Honorable Commissioner of Patents &

and original documents or copy thereof.

1. Name of conveying party(ies):

UOL Publishing, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: September 9, 1999

2. Name and address of receiving party(ies)

Name: VCampus Corporation

Internal Address:

Street Address: 8251 Greensboro Drive, Suite 500

City: McLean State: VA ZIP: 22102

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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 patent number(s):

A. Trademark Application No.(s)

75/221,988  
75/221,989  
75/221,990  
75/221,984

B. Trademark Registration No.(s)

2,241,813  
2,005,147  
2,005,148  
2,005,128

Additional numbers attached?  Yes  No

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

Name: James C. Wray

Internal Address:

Street Address: 1493 Chain Bridge Road

Suite 300

City: McLean State: VA ZIP: 22101

12/21/1999 BNGUYEN 00000063 75221988

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 320.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

02-3704

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

01 FC:481  
02 FC:482

40.00 OP  
175.00 OP

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.

Julie H. Gamotis

Name of Person Signing

Signature

December, 1999

Date

Total number of pages including cover sheet, attachments, and document: 3

12/21/1999 BNGUYEN 0015603560  
02-3704 Page/Number 75221988  
FC: 70 \$165.00

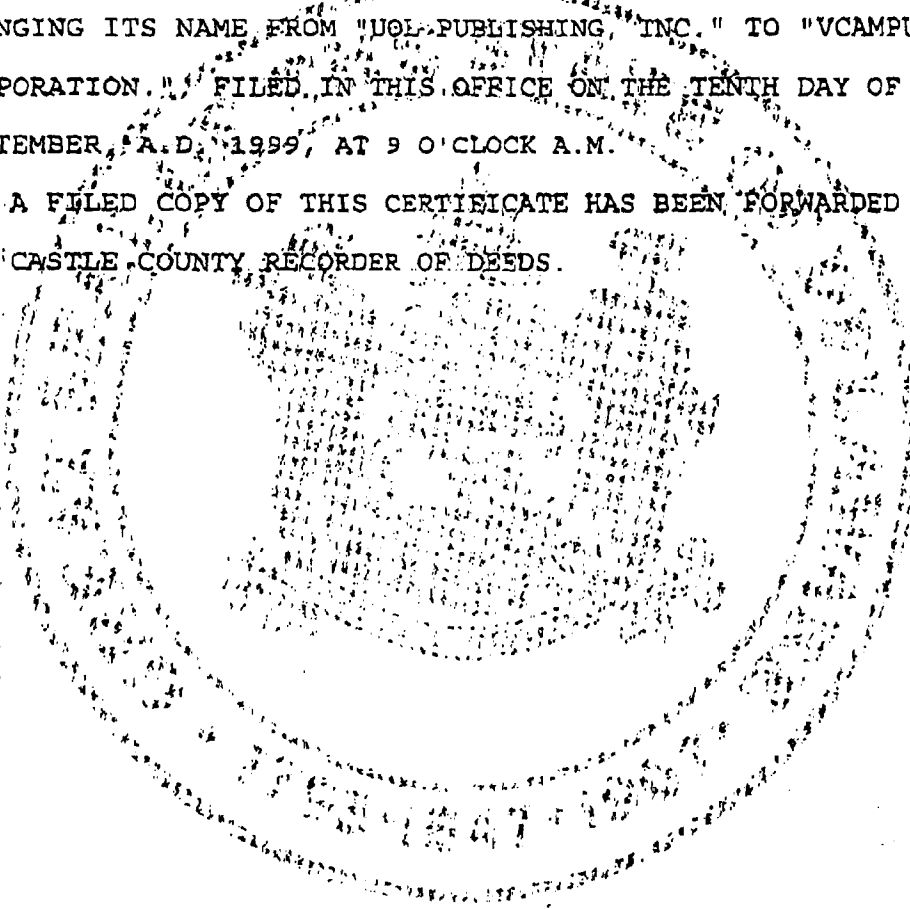
State of Delaware

PAGE 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 "UOL PUBLISHING, INC.", CHANGING ITS NAME FROM "UOL PUBLISHING, INC." TO "VCAMPUS CORPORATION." FILED IN THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 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

2057664 8100

991378468

AUTHENTICATION: 9967682

DATE: 09-14-99

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
UOL PUBLISHING, INC.

UOL Publishing, 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 that:

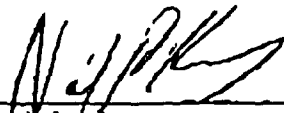
- I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and has been approved by the stockholders of the Corporation, and written notice has been given, in accordance with Section 222 of the General Corporation Law of the State of Delaware.
- II. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"The name of the corporation is VCampus Corporation."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Certificate of Incorporation to be signed by its Chief Executive Officer this 9<sup>th</sup> day of September 1999.

UOL PUBLISHING, INC.

By:

  
\_\_\_\_\_  
Narasimhan P. Kannan,  
Chief Executive Officer

CORP-9291-20-14223-01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 09/10/1999  
991378468 - 2057664