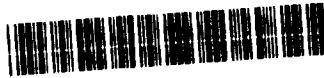


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
11-30-98
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
11-19-98

Name Mindsharp Learning Centers, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Florida

Receiving Party

Mark if additional names of receiving parties attached

Name Mindsharp Learning Centers, L.P.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2015 South Park Place

Address (line 2) _____

Address (line 3) Atlanta

GA

30339

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization Delaware

02/16/2000 DNGUYEN 00000115 2256840

FOR OFFICE USE ONLY

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40.00 DP

Fee OK

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002022 FRAME: 0431

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s) SEE ATTACHED EXHIBIT Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Brian D. Flagler

Brian D. Flagler

1/20/00

Name of Person Signing

Signature

Date Signed

EXHIBIT

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS SUBJECT TO ASSIGNMENT
FROM MINDSHARP LEARNING CENTERS, INC. (A FLORIDA CORPORATION) TO
MINDSHARP LEARNING CENTERS, L.P. (A DELAWARE LIMITED PARTNERSHIP)

SERIAL/REGISTRATION NO.	MARK
2,256,840	MINDSHARP

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"MINDSHARP LEARNING CENTERS, INC.", A FLORIDA CORPORATION, WITH AND INTO "MINDSHARP LEARNING CENTERS, L.P." UNDER THE NAME OF "MINDSHARP LEARNING CENTERS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF NOVEMBER, A.D. 1998, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF NOVEMBER, A.D. 1998.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2968636 8100M

981447790

AUTHENTICATION: 9417823

DATE: 11-20-98

TRADEMARK

REEL: 002022 FRAME: 0434

**CERTIFICATE OF MERGER OF
MINDSHARP LEARNING CENTERS, INC.
WITH AND INTO
MINDSHARP LEARNING CENTERS, L.P.**

The undersigned DO HEREBY CERTIFY:

FIRST: That the name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>NAME</u>	<u>STATE OF DOMICILE AND JURISDICTION OF FORMATION OR ORGNIZATION</u>
MINDSHARP LEARNING CENTERS, INC.	Florida
MINDSHARP LEARNING CENTERS, L.P.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

THIRD: That the name of the surviving Delaware limited partnership is MindSharp Learning Centers, L.P.

FOURTH: That the Limited Partnership Agreement of MindSharp Learning Centers, L.P., a Delaware limited partnership, which is surviving the merger, shall be the Limited Partnership Agreement of the surviving Delaware limited partnership.

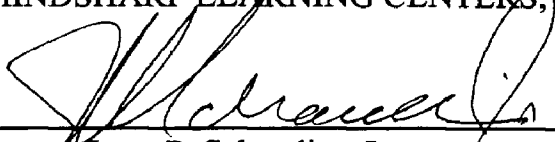
FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving Delaware limited partnership, the address of which is 2015 South Park Place, Atlanta, Georgia 30339.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving Delaware limited partnership, on request and without cost, to any stockholder of MindSharp Learning Centers, Inc. or any partner of MindSharp Learning Centers, L.P.

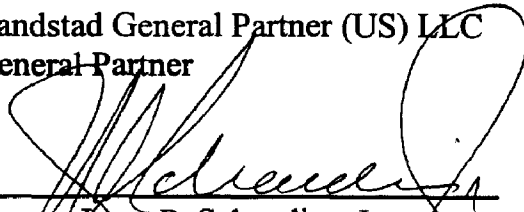
SEVENTH: The Merger shall become effective as of 5:00 p.m. (Eastern Standard Time) on November 30, 1998.

IN WITNESS WHEREOF, the undersigned have executed or caused their duly authorized representative to execute this Certificate of Merger as of the 19th day of November, 1998.

MINDSHARP LEARNING CENTERS, INC.


By: Jesse P. Schaudies, Jr.
Its: Vice President

MINDSHARP LEARNING CENTERS, L.P.

By: Randstad General Partner (US) LLC
Its: General Partner

By: Jesse P. Schaudies, Jr.
Its: Vice President