



703 308

03-21-2000

003/003

REC

HEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

08-16-1999

U.S. Patent & TMO/TM Mail Rpt Dt #33



101293381

Send original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies): 8.16.99  
The Learning Contract, Inc.

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

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

2. Name and address of receiving party(ies)  
Name: Project ACHIEVE Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 15 Court Square, Suite 520  
City: Boston State: MA ZIP: 02108

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

3. Nature of conveyance:  
 Assignment                                       Merger  
 Security Agreement                             Change of Name  
 Other \_\_\_\_\_

Execution Date: April 16, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)  
Serial No. 75/511004

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Ellen J. Rubin  
Internal Address: Hill & Barlow  
\_\_\_\_\_  
Street Address: One International Place  
\_\_\_\_\_  
City: Boston State: MA ZIP: 02110

6. Total number of applications and registrations involved: ..... 1

7. Total fee (37 CFR 3.41).....\$ \_\_\_\_\_  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
\_\_\_\_\_

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

09/22/1999 DNGUYEN 00000168 75511004  
01 8C:481 40.00 DP

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.*

Liza Vertinsky                                      [Signature]  
Name of Person Signing                                      Signature

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

August 12, 1999  
Date

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

TRADEMARK  
REEL: 002037 FRAME: 0225

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 "THE LEARNING CONTRACT, INC.", CHANGING ITS NAME FROM "THE LEARNING CONTRACT, INC." TO "PROJECT ACHIEVE INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF APRIL, A.D. 1999, AT 3:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive.

---

Edward J. Freel, Secretary of State

2875298 8100

991150722

AUTHENTICATION: 9691852

DATE: 04-16-99

TRADEMARK  
REEL: 002037 FRAME: 0226

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
THE LEARNING CONTRACT, INC.**

The Learning Contract, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That by written consent of the directors of the corporation, the following resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the corporation, declaring said amendment to be advisable:

**VOTED:** That, in the judgment of the board of directors of the corporation, it is deemed advisable to amend the certificate of incorporation of the corporation so that the name of the corporation shall be changed from The Learning Contract, Inc. to Project ACHIEVE Inc.

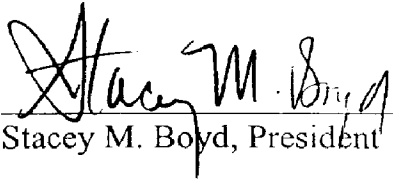
**SECOND:** That thereafter, pursuant to said resolution of its board of directors, the amendment was duly adopted by written consent of the stockholders of the corporation.

**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.

**FOURTH:** That the name of the corporation shall be changed from The Learning Contract, Inc. to Project ACHIEVE Inc., and the certificate of incorporation of the corporation shall be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is: Project ACHIEVE Inc. (the "Corporation")."

IN WITNESS WHEREOF, the corporation has caused this certificate to be signed by Stacey M. Boyd, its president, this 16<sup>th</sup> day of April, 1999.

  
Stacey M. Boyd, President

0464928.01  
33691-111