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FORM PTO-1618A

04-12-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101316473

03-21-2000

U.S. Patent & TMO/ TM Mail Rcpt Dt. #34

**RECORDATION FORM COVER SHEET
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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
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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 attached. from Assignment.)

Citizenship/State of Incorporation/Organization

04/11/2000 DNGUYEN 00000191 75854473

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01 FC:484
02 FC:482
The burden reporting for this 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 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.

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REEL: 002049 FRAME: 0246

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)

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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)

Registration Number(s)

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.)

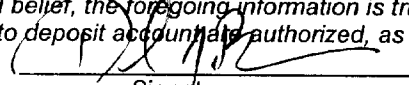
Deposit Account Number: #

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.

Deborah J. Peckham
Name of Person Signing


Signature

MARCH 21, 2000
Date Signed

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 MERGER, WHICH MERGES:

"UNIVERSAL LEARNING TECHNOLOGY, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "WEBCT, INC." UNDER THE NAME OF "WEBCT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1999, AT 4:01 O'CLOCK P.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

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AUTHENTICATION: 0167834

DATE: 12-28-99

TRADEMARK REEL: 002049 FRAME: 0248

**CERTIFICATE OF MERGER OF
 UNIVERSAL LEARNING TECHNOLOGY, INC.
 a Massachusetts Corporation,
 WITH AND INTO
 WEBCT, INC.
 a Delaware Corporation**

The undersigned corporation, organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|-------------------------------------|-------------------------------|
| Universal Learning Technology, Inc. | Massachusetts |
| WebCT, Inc. | Delaware |

SECOND: That the Agreement and Plan of Merger, dated as of December 22, 1999, between the constituent corporations (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the DGCL.

THIRD: That the name of the surviving corporation in the merger is WebCT, Inc., a Delaware Corporation.

FOURTH: That the Certificate of Incorporation of WebCT, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the surviving corporation at Two Corporation Way, Suite 260, Peabody, MA 01960.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Universal Learning Technology, Inc., a constituent corporation which is a Massachusetts corporation, is 21,800,000 shares, divided into two classes as follows: (i) 15,900,000 shares of common stock having a par value of \$.01 per share, and (ii) 5,900,000 shares of serial preferred stock, each series so designated having a par value of \$.01 per share.

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IN WITNESS WHEREOF, WebCT, Inc. has caused this certificate to be signed as of this ~~27th~~ day of December, 1999.

WEBCT, INC.

By: Carol A. Vallone
Carol A. Vallone
President