

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

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04-18-2000

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
**TRADEMARK**

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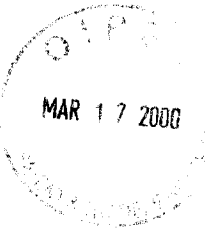
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**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  
April 9, 1996

**Conveying Party**

\_\_\_\_ Mark if additional names of conveying parties attached

Name Mergent Technologies Group, Inc.

Execution Date  
Month Day Year  
April 8, 1996

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  
 Corporation  Association  Other  
 Citizenship/State of Incorporation/Organization Delaware

**Receiving Party**

\_\_\_\_ Mark if additional names of receiving parties attached

Name Invest Learning Corporation

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 9920 Pacific Heights Boulevard, Suite 100

Address (line 2) San Diego, CA 92121

Address (line 3) \_\_\_\_\_

Individual  General Partnership  Limited Partnership  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.)  
 Corporation  Association \_\_\_\_\_  
 Other \_\_\_\_\_  
 Citizenship/State of Incorporation/Organization Delaware

—FOR OFFICE USE ONLY—

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

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**TRADEMARK**  
**REEL: 002053 FRAME: 0567**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name MORGAN, LEWIS & BOCKIUS LLP

Address (line 1) Attn: TMSU

Address (line 2) 1800 M Street, N.W.

Address (line 3) Washington, D.C. 20036

Address (line 4) \_\_\_\_\_

**Correspondent Name and Address**

Area Code and Telephone Number (212) 309-6764

Name Jessica N. Cohen

Address (line 1) MORGAN, LEWIS & BOCKIUS LLP

Address (line 2) 1800 M Street, N.W.; Attn: TMSU

Address (line 3) Washington, D.C. 20036

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

# 2

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

Mark if additional numbers are 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)

1,812,737

**Number of Properties** Enter the total number of properties involved.

1

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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: 13-4520


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.*

Jessica N. Cohen

Name of Person Signing



Signature

3/16/2000

Date Signed

*State of Delaware*  
*Office of the Secretary of State*

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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 AMENDMENT OF "MERGENT TECHNOLOGIES GROUP, INC.", CHANGING ITS NAME FROM "MERGENT TECHNOLOGIES GROUP, INC." TO "INVEST LEARNING CORPORATION", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 1996, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0297982

DATE: 03-06-00

**TRADEMARK**  
**REEL: 002053 FRAME: 0569**

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
MERGENT TECHNOLOGIES GROUP, INC.

**Mergent Technologies Group, Inc.**, a corporation incorporated 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 said Corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendments to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:

'1. The name of the Corporation is: **Invest Learning Corporation.**

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

FIFTH: This amendment shall be effective upon filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, said **Mergent Technologies Group, Inc.** has caused this Certificate to be signed by by Ilene W. Stack, its Assistant Secretary this 8th day of April, 1996.

**Mergent Technologies Group, Inc.**

By:   
Ilene W. Stack, Assistant Secretary