

05-02-2000



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FORM PTO-1618A
Expires 08/30/99
OMB 0651-0027

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U.S. Department of Commerce
Patent and Trademark Office
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OPR/FINANCE

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- 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

05/03/2000 JSHABAZZ 00000007 1911215

FOR OFFICE USE ONLY

01 FC:461
02 FC:462

40.00 OP
25.00 OP

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: 002064 FRAME: 0144

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)

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.

Gregg Kirchhoefer

3/27/00

Name of Person Signing

Signature

Date Signed

Breakthrough Acquisition Corporation

DIRECTORS' ACTION UNDER SECTION 141(f)
OF THE DELAWARE GENERAL CORPORATION LAW, AS AMENDED

The undersigned, being all of the directors of
Breakthrough Acquisition Corporation

a Delaware corporation (the "Corporation"), hereby waive all
notice of the time, place or purpose of a meeting and do hereby
declare and state that they consent to and hereby adopt the
following recital and resolutions and take the following actions:

WHEREAS, the Board of Directors of the Corporation
considers it to be in the best interest of the Corporation
and its sole shareholder that the name of the Corporation be
changed to:

Breakthrough To Literacy, Inc.

NOW, THEREFORE, BE IT RESOLVED, that the attached
Certificate of Amendment of the Certificate of Incorporation
providing for the change in the name of the Corporation to
"Breakthrough To Literacy, Inc." and it is hereby approved,
adopted and ratified;

FURTHER RESOLVED, that such Certificate of Amendment of
the Certificate of Incorporation be submitted for approval
by the sole stockholder of the Corporation;

FURTHER RESOLVED, that, subject to approval of the
Certificate of Amendment of the Certificate of Incorporation
by the sole stockholder of the Corporation, the proper
officers of the Corporation be and they are hereby
authorized, directed and empowered to execute, and the
Secretary of the Corporation is hereby directed to file, the
Certificate of Amendment of the Certificate of Incorporation
with the Secretary of State of the State of Delaware; and

FURTHER RESOLVED, that the proper officers of the Corporation be and each of them is hereby authorized, directed and empowered, in the name and on behalf of the Corporation, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all such acts and things (including the payment of all necessary expenses) as such officer may deem necessary or desirable in order to carry out the purposes and intent of the foregoing resolutions;

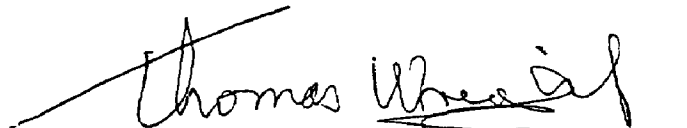
FURTHER RESOLVED, that this Directors' Action may be executed in any number of counterparts, each of which shall be considered an original.

IN WITNESS WHEREOF, we have executed this Directors'

Action as of the 8 day of May, 1998.


Alan W. Aldworth Director


Robert D. Bosau, Director


Thomas Wright, Director

Being all of the Directors of the Corporation

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Breakthrough Acquisition Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

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 amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Breakthrough Acquisition Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The new name of the Company shall read:

Breakthrough To Literacy, Inc.

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.

IN WITNESS WHEREOF, said Breakthrough Acquisition Corporation has caused this certificate to be signed by Crane Kenney, its Secretary, this 8 day of May, 1998.

Breakthrough Acquisition Corporation

By: 
Secretary

Breakthrough Acquisition Corporation

**SOLE STOCKHOLDER'S ACTION UNDER SECTION 228
OF THE DELAWARE GENERAL CORPORATION LAW, AS AMENDED**

The undersigned, being the sole stockholder of

Breakthrough Acquisition Corporation

a Delaware corporation (the "Corporation"), hereby waives all notice of the time, place or purpose of a meeting and does hereby declare and state, that it consents to and hereby adopts the following recital and resolution and takes the following action:

WHEREAS, the undersigned sole stockholder of the Corporation considers it to be in the best interest of the Corporation that the name of the Corporation be changed to:

Breakthrough To Literacy, Inc.

NOW, THEREFORE, BE IT RESOLVED, that the attached Certificate of Amendment to the Certificate of Incorporation providing for the change in the name of the Corporation to "Breakthrough To Literacy, Inc." be and it is hereby approved, adopted and ratified by the undersigned as the sole stockholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Sole Stockholder's Action as of the 8 day of May, 1998.

WRIGHT GROUP PUBLISHING, INC.

By:


Secretary

IOWA

No. W00215939
Date: 07/23/1999

SECRETARY OF STATE

490 FP-000230578
BREAKTHROUGH TO LITERACY, INC.

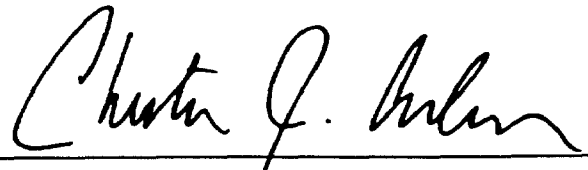
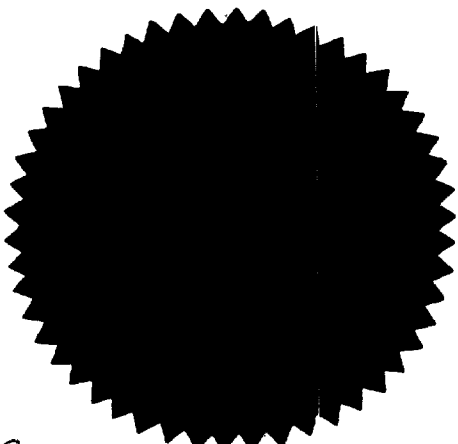
ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Application for Certificate of Authority

The document was filed on July 22, 1999, at 03:23 PM, to be effective as of July 22, 1999, at 03:23 PM.

The amount of \$100.00 was received in full payment of the filing fee.



CHESTER J. CULVER SECRETARY OF STATE





CHESTER J. CULVER
Secretary of State
State of Iowa

APPLICATION FOR
CERTIFICATE
OF AUTHORITY

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

230578

Pursuant to section 1503 of the Iowa Business Corporation Act, the undersigned corporation applies for a certificate of authority to transact business in Iowa, and states:

1. The name of the corporation is Breakthrough to Literacy, Inc.
- 1A. [See note 5] The name the corporation will use in Iowa, if different than the legal name of the corporation is _____
2. The corporation is incorporated under the laws of the state (or foreign country) of Delaware
3. The date of incorporation of the corporation was May 13, 1997
4. The duration of the corporation is perpetual
5. The street address of its principal office is
Address 19201 120th Avenue, N.E.
City, State, Zip Bothell, Washington 98011
6. The street address of its registered office in Iowa and the name of its registered agent at that office:
Name CT CORPORATION SYSTEM
Address c/o CT CORPORATION SYSTEM, 2222 Grand Avenue
City, State, Zip Des Moines, Iowa 50312
7. The names and business addresses of its current directors and officers:
Name See attached list of current officers and directors
Address _____
City, State, Zip _____

Name _____
Address _____
City, State, Zip _____

Name _____
Address _____
City, State, Zip _____

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Name _____

Address _____

City, State, Zip _____

Name _____

Address _____

City, State, Zip _____

(Please attach additional pages as necessary)

8. A certificate of existence, or a document of similar import, duly authenticated within 90 days prior to the date of this application, by the official having custody of corporate records in the state or country of incorporation, accompanies this application.

9. Signature 

Type or print name and title Mark W. Hianik, Assistant Secretary

NOTES:

1. The filing fee is \$100.00. Make checks payable to SECRETARY OF STATE.
2. The document is to be signed by the chairperson of the board, the president, or other officer of the corporation. If directors have not been selected, the document is to be signed by an incorporator. If the corporation is in the hands of a court appointed fiduciary, the document is to be signed by the fiduciary. A copy of a signature is acceptable for filing. Verification is not required.
3. One copy of the document is to be delivered to the Secretary of State for filing.
4. The effective time and date of the document is the later of the following:
 - a. the time of filing on the date it is filed;
 - b. the time specified in the document on the date it is filed;
 - c. the time and date specified in the document, not later than 90 days after the date it is filed.
5. If the name of the corporation does not satisfy the requirements of section 401 of the Iowa Business Corporation Act, the corporation may do either of the following in applying for a certificate of authority:
 - a. add one of the following words or abbreviations to its corporate name for use in Iowa: corporation, incorporated, company, limited, corp., inc., co., ltd.;
 - or*
 - b. use a fictitious name to transact business in Iowa if the corporation's real name is unavailable and the corporation delivers to the secretary of state for filing a copy of the resolution of its board of directors, certified by its secretary, adopting the fictitious name.

SECRETARY OF STATE
Corporations Division
Hoover Building, 2nd Floor
Des Moines, Iowa 50319

Phone: 515/281-5204
FAX: 515/242-5953

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ATTACHMENT

APPLICATION FOR
CERTIFICATE OF AUTHORITY
FOR
BREAKTHROUGH TO LITERACY, INC.

Names and addresses of all current officers and directors:

Alan W. Aldworth	Director	Two Prudential Plaza, Suite 1175 Chicago, IL 60601
Thomas C. Wright	Director, CEO and Chairman	19201 120th Ave., N.E. Bothell, WA 98011
James E. Cushing, Jr.	Director and President	19201 120th Ave., N.E. Bothell, WA 98011
Mario Campanaro	Vice Pres.	19201 120th Ave., N.E. Bothell, WA 98011
John Campbell	Managing Director & CFO	19201 120th Ave., N.E. Bothell, WA 98011
Crane H. Kenney	Secretary	435 N. Michigan Avenue Chicago, IL 60611
Mark W. Hianik	Assistant Secretary	435 N. Michigan Avenue Chicago, IL 60611

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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 "BREAKTHROUGH TO LITERACY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
IOWA
SECRETARY OF STATE
7-22-89
3:23pm
W215939



Edward J. Freel

Edward J. Freel, Secretary of State

00855

2747298 8300

991295443

AUTHENTICATION: 9872094

DATE: 07-19-99

TOTAL P.05

07/22/99 THU 14:51 [TX/RX NO 8187] 005

TRADEMARK

RECORDED: 04/10/2000

REEL: 002064 FRAME: 0155