

FORM PTO-1618A
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05-10-2000

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

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New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name Effective Date
Month Day Year

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 conveying 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

Citizenship/State of Incorporation/Organization

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.)

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

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Correspondent Name and Address

Area Code and Telephone Number

Name

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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)		
<input type="text" value="75558925"/>	<input type="text" value="2294998"/>	<input type="text" value="75391044"/>	<input type="text" value="2264668"/>	<input type="text" value="75252108"/>	<input type="text" value="2219544"/>
<input type="text" value="75374991"/>	<input type="text" value="75374993"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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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:

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.

Harold Milstein

Harold Mil

3/9/00

Name of Person Signing

Signature

Date Signed

**SECOND AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
CBT SYSTEMS USA, LTD.**

CBT Systems USA, Ltd. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify:

FIRST: That the name of the Corporation is CBT Systems USA, Ltd.

SECOND: That this Second Amendment to Certificate of Incorporation amends the Corporation's Certificate of Incorporation and has been adopted and approved in accordance with Sections 242 and 245 of the General Corporation Law. Stockholder approval of this Second Amendment to Certificate of Incorporation was given by written consent of the sole stockholder of the Corporation in accordance with Section 228 of the General Corporation Law.

THIRD: That the first article of the Certificate of Incorporation, as heretofore amended, is hereby amended as follows:

- "1. The name of the corporation is SmartForce (hereinafter; the "Corporation")."

10/18/99 16:37 WILSON SUNSINI → 302 674 8340

IN WITNESS WHEREOF, the undersigned has executed this Second Amendment to Certificate of Incorporation on October 19th 1999.

CBT Systems USA, Ltd.

By: 
Gregory M. Priest
President and Chief Executive Officer

CBT SYSTEMS USA, LTD.

OFFICER'S CERTIFICATE

The undersigned, Gregory M. Priest, hereby certifies as follows:

1. He is the duly elected, qualified and acting President and Chief Executive Officer of CBT Systems USA, Ltd., a Delaware corporation (the "Company").
2. The Company's total assets, as defined in subsection (i) of Section 503 of the Delaware General Corporation Law, are not less than \$10,000,000.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of October 19th, 1999.

By:



Gregory M. Priest
President and Chief Executive Officer

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 AMENDMENT OF "CBT SYSTEMS USA, LTD.", CHANGING ITS NAME FROM "CBT SYSTEMS USA, LTD." TO "SMARTFORCE FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 1999, AT 12:45 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: 0033036

DATE: 10-19-99

RECEIVED TIME JAN. 24. 12:30PM

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