

07-10-2000



JUN 12 AM 11: 25

101398792

OPR/FINANCE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

6.12.00

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

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.)

07/07/2000 DNGUYEN 00000092 75761736

FOR OFFICE USE ONLY

01 FC:481

40.00 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: 002098 FRAME: 0046

**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)		
<input type="text" value="75781736"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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

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

Method of Payment: Enclosed  Deposit Account

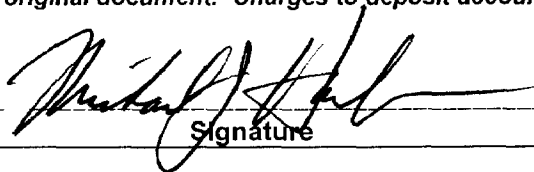
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number: #

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.

Michael J. Harbers, Esq.  
Name of Person Signing

  
Signature

June 9, 2000  
Date Signed

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 12/07/99  
REQUEST NUMBER: 3777-0710  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 12/07/99 1507  
EFFECTIVE DATE/TIME: 12/07/99 1507  
CONTROL NUMBER: 0242553

TO:  
BOULT CUMMING CONNERS & BERRY  
PO BOX 198062

NASHVILLE, TN 37219

RE:  
COMPUTERS FOR EDUCATION, INC.  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.



Instr: 199912080301142 Page: 1 OF 4  
REC'D FOR REC 12/08/1999 2:27:28PM  
RECORD FEE: \$7.00  
M. TAX: \$0.00 T. TAX: \$0.00

FOR: ARTICLES OF MERGER

ON DATE: 12/07/99

FROM:  
BOULT, CUMMINGS, CONNERS & BERRY  
P. O. BOX 198062

RECEIVED:            FEES  
                         \$100.00            \$0.00  
TOTAL PAYMENT RECEIVED:            \$100.00

NASHVILLE, TN 37219-0000

RECEIPT NUMBER: 00002579825  
ACCOUNT NUMBER: 00000413



RILEY C. DARNELL  
SECRETARY OF STATE

TRADEMARK  
REEL: 002098 FRAME: 0048

ARTICLES OF MERGER

MPC MANAGEMENT CORPORATION

(control no. 0363454)

INTO

COMPUTERS FOR EDUCATION, INC.

(control no. 0242553)

---

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-21-107 of the Tennessee Business Corporation Act, as amended (the "Act"), the undersigned domestic corporations adopt the following Articles of Merger and state as follows:

1. The names of the constituent corporations are MPC Management Corporation and Computers for Education, Inc., both of which are Tennessee corporations.
2. The Plan of Merger, a copy of which is attached hereto as Exhibit A and which is incorporated herein by reference, was approved by the affirmative vote of 100% of the votes entitled to be cast by both corporations, as required by Section 48-21-102 of the Act.

Dated: December 7, 1999

COMPUTERS FOR EDUCATION, INC.

By: Tom Crook  
Tom Crook, President

MPC MANAGEMENT CORPORATION

By: Brian Harkness  
Brian Harkness, President

**PLAN OF MERGER OF  
MPC MANAGEMENT CORPORATION  
INTO  
COMPUTERS FOR EDUCATION, INC.**

---

This Plan of Merger is prepared and submitted pursuant to the provisions of Section 48-21-102 of the Tennessee Business Corporation Act, as amended (the "Act").

1. The names of the merging corporations are MPC Management Corporation ("Management") and Computers for Education, Inc. ("CFE"), both of which are Tennessee corporations.

2. CFE shall be the surviving corporation (the "Surviving Corporation"), into which Management shall merge

3. The terms and conditions of the proposed merger and the manner and basis of converting the shares of each corporation into shares of the surviving corporation are as follows:

a. On the effective date of the merger, Management shall be merged into CFE, which shall be the Surviving Corporation in the manner and with the effect provided by the Act. CFE, being the Surviving Corporation, shall continue its corporate existence under the laws of the State of Tennessee, and the separate existence of Management shall cease. CFE, as the Surviving Corporation, shall continue to use the name "Computers for Education, Inc." All property, rights, privileges, licenses and franchises of Management, as the same were held by Management prior to the merger, shall vest in CFE as of the merger, subject to all of the liabilities and obligations of Management for which CFE shall be liable, in the same manner and to the same extent as if CFE had itself incurred such liabilities and obligations.

b. On the effective date of the merger,

(i) All of the authorized, issued and outstanding shares of common stock of Management shall be canceled as of the effective date of the merger and the existing shareholders of Management shall deliver their stock certificates representing shares of Management common stock to CFE for cancellation. No securities of Management shall be issuable from and after the effective date of the merger.

(ii) All shares of common stock of CFE issued and outstanding immediately prior to the effective date of the merger shall continue to be issued and outstanding shares of common stock of CFE, and all authorized but unissued shares of common stock of CFE shall

continue to be authorized but unissued shares of common stock of CFE.

c. Following the merger, the charter and bylaws of CFE shall continue unchanged as those of CFE, as the Surviving Corporation, unless and until amended as provided by the Act and the charter of CFE.

d. The officers and directors of CFE shall continue to serve as the officers and directors of CFE, as the Surviving Corporation, all of whom shall hold office until the expiration of their respective terms of office and the election of their successors, or until their term is otherwise terminated.

4. The effective date of this Plan of Merger and the date upon which the merger contemplated by this Plan of Merger shall become effective shall be the date upon which the Articles of Merger are filed with the Tennessee Secretary of State, as provided by the Act.

COMPUTERS FOR EDUCATION, INC.

By: Tom Crook  
Tom Crook, President

MPC MANAGEMENT CORPORATION

By: Brian Harkness  
Brian Harkness, President