

07-10-2000



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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
Effective Date
Month Day Year

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/AKA/TA

Composed of

Address (line 1) Address (line 2)

Address (line 3)
City State/Country Zip Code

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

FOR OFFICE USE ONLY

02/07/2000 DNGUYEN 00000093 75124744

01 FC:481
02 FC:482

40.00 OP
650.00 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: 0052

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.

Michael J. Harbers, Esq.

Name of Person Signing

 June 9, 2000

Signature

Date Signed

**SCHEDULE A
RECORDATION FORM COVER SHEET**

Marks transferring from Applicant Computers for Education, Inc.
by Merger into ASD.com, Inc.

Mark	Application Number Registration Number
ASD American School Directory and Design	75/124,744 2,172,238
ASD School Electronic Newsletter Delivery (stylized)	75/781,731
ASD School Electronic Newsletter Delivery (words)	75/781,730
ASD School Product Guide (words)	75/781,728
AAD (letters only)	75/781,735
ASD School Product Guide (stylized)	75/781,729
Computers for Education and Design	74/443,580 1,859,013
Creative Corner	75/230,259 2,174,506
Digital Snapshots	75/229,859 2,175,838
Mr. Earl	74/499,475 1,910,367
Multimedia School Services and Design	74/443,578 1,854,990
N2Mail	75/389,247
NetFund National Education Technology Fund	75/389,246 2,231,838
NetFund Technology Point Redemption Center (words)	75/781,733
NetFund Technology Point Redemption Center (Stylized)	75/781,732
NetFund Technology Point Distribution System (Stylized)	75/781,727
Pay-By-Mail (words only)	75/781,734
Pay-By-Mail Magazine Program & Des.	75/421,891 2, 228,298

Mark	Application Number Registration Number
Pay-By-Mail Yearbooks (words only)	75/459,350
Pay-By-Mail Yearbooks and Design	75/462,696 2,255,411
Reading for Education and Design	75/421,643 2,228,294
School E Newsletter (Stylized)	75/798,418
Spirit and Pride (Words only)	75/462,698 2,246,073
Spirit & Pride Des.	74/681,612 1,968,566
The Prize Man	74/499,474 1,911,708
Yearbook Processing Center (words only)	75/459,348
Yearbook Processing Center and Design	75/462,697 2,264,595

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 MERGER, WHICH MERGES:

"COMPUTERS FOR EDUCATION, INC.", A TENNESSEE CORPORATION, WITH AND INTO "ASD.COM, INC." UNDER THE NAME OF "ASD.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

3139063 8100M

991563590

AUTHENTICATION: 0168284

DATE: 12-28-99

TRADEMARK

REEL: 002098 FRAME: 0056

CERTIFICATE OF MERGER
of
Computers for Education, Inc.
into
ASD.com, Inc.

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. That the name and state of formation or organization of each of the constituent entities of the merger are as follows:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State of Domicile</u>
Computers for Education, Inc.	corporation	Tennessee
ASD.com, Inc.	corporation	Delaware

2. That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by ASD.com, Inc. in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware, and has been approved, adopted, certified, executed and acknowledged by Computers for Education, Inc. in accordance with the requirements of Sections 48-17-104 and 48-21-104 of the Tennessee Business Corporations Act of the State of Tennessee and Section 252 of the General Corporation Law of the State of Delaware.

3. That the surviving corporation of the merger is ASD.com, Inc.

4. That the certificate of incorporation of the surviving corporation as in effect immediately prior to the filing of this Certificate of Merger shall be its certificate of incorporation.

5. That the executed Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 180 Freedom Avenue, Murfreesboro, Tennessee, 37129.

6. That 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.

7. The authorized capital stock of Computers for Education, Inc., a Tennessee corporation which shall not survive the merger, is 1,000 shares of common stock, \$10.00 par value per share.

8. That the merger shall be effective as of December 31, 1999.

0599574.04
023329.008 12/17/1999

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 12/28/1999
991563590 - 3139063

TRADEMARK
REEL: 002098 FRAME: 0057

IN WITNESS WHEREOF, ASD.com, Inc. has caused this Certificate of Merger to be signed by its President and Secretary on this 28th day of December, 1999.

ASD.com, Inc.

By: Elijah Collard
Elijah Collard, President

By: Bobbie Crook
Bobbie Crook, Secretary

0599374 04
023329408 12/17/1999

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RECORDED: 06/12/2000

TRADEMARK
REEL: 002098 FRAME: 0058