



07-20-2000

U.S. Department of Commerce
Patent and Trademark Office

06-27-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #34



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To the Honorable Commissioner of Patents and Trademarks

Documents or copy thereof.

1. Name of conveying party(ies):

Name: Cambridge Research Group, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: Films for the Humanities & Sciences, Inc.

Address: 11 Perrine Road
Monmouth Junction, New Jersey 08852

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: December 20, 1999

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,727,225

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Baila H. Celedonia
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41)..... \$ 240.00

Enclosed
 Any deficiency is authorized to be charged to
Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

07/20/2000 MTHA11 00000038 1727225

01 FC:481 40.00 DP
02 FC:482 200.00 DP

DO NOT USE THIS SPACE

9. 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.

Baila H. Celedonia

Baila H. Celedonia 6/27/00
Signature Date

Total number of pages including cover sheet, attachments, and document: _____

Mail to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

SCHEDULE OF MARKS

<u>Mark</u>	<u>Classes</u>	<u>Reg. #</u>	<u>Reg. Dt</u>
CAMBRIDGE CAREER PRODUCTS	9	1,727,225	10/27/92
CAMBRIDGE EDUCATIONAL	9	1,943,337	12/26/95
CAMBRIDGE HOME ECONOMICS	16	1,887,087	4/4/95
CAMBRIDGE PARENTING & FAMILY LIFE	16	1,921,891	9/26/95
CAMBRIDGE PHYSICAL EDUCATION & HEALTH	16	1,884,861	3/21/95
CAMBRIDGE VOCATIONAL & TECHNICAL	16	1,884,862	3/21/95
CPR EXPRESS	16	1,769,886	5/11/93
FOOD SERVICE EXPRESS	9	1,745,090	1/5/93
THE ORANGE ELEPHANT	16	2,010,739	10/22/96

CERTIFICATE OF MERGER
OF
CAMBRIDGE RESEARCH GROUP, INC.
INTO
FILMS FOR THE HUMANITIES & SCIENCES, INC.

The undersigned corporation, Films for the Humanities & Sciences, Inc., DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Cambridge Research Group, Ltd.	West Virginia
Films for the Humanities & Sciences, Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Films for the Humanities & Sciences, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Films for the Humanities & Sciences, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation, until thereafter changed or amended as provided therein or by applicable law.

FIFTH: That the executed Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 745 Fifth Avenue, 23rd Floor, New York, NY 10151.

SIXTH: That a copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall become effective upon its filing with the Secretary of State of Delaware.

EIGHTH: The authorized capital stock of the foreign corporation which is a party to the merger is as follows:

Cambridge Research Group, Inc.	1,000 authorized	\$.01 par value
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This Certificate of Merger has been executed on this 20th day of December, 1999.

FILMS FOR THE HUMANITIES &
SCIENCES, INC.
a Delaware Corporation

By: Michaelanne P. Discepolo
Michaelanne Discepolo, Vice President

Office of the Secretary of State

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:

"CAMBRIDGE RESEARCH GROUP, INC.", A WEST VIRGINIA CORPORATION,

WITH AND INTO "FILMS FOR THE HUMANITIES & SCIENCES, INC." UNDER THE NAME OF "FILMS FOR THE HUMANITIES & SCIENCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 2000, AT 4:30 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:

01-12-00

DATE:

RECORDED: 06/27/2000

TRADEMARK
REEL: 002105 FRAME: 0645