

RECORDATION
TRADE

08-07-2000



101424017

To The Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies): MED
Nobel Education Dynamics, Inc. 7-6-00

2. Name and address of receiving party(ies)
Name: Nobel Learning Communities, Inc.

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

Internal Address: _____
Rose Tree Corporate Center II
Street Address: 1400 North Providence Road
Suite 3055

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

City: Media State: PA Zip: 19063

3. Nature of conveyance:
- Assignment
 - Merger
 - Security Agreement
 - Change of Name
 - Other _____

- 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

Execution Date: November 19, 1998

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

A) Trademark Application No.(s)

B) Trademark Registration No.(s)

08/03/2000 DNGUYEN 00000302 030075 1792993
01 FC:481 40.00 CH
02 FC:482 25.00 CH

1,792,993
1,838,165

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved..... (2)

CAESAR, RIVISE, BERNSTEIN,
COHEN & POKOTILOV, LTD.

7. Total fee (37 CFR 3.41)..... \$ 65.00

Attn: Eric S. Marzluf, Esq.
12th Floor - 7 Penn Center
1635 Market Street; Phila, PA 19103-2212

Authorized to Charge to Deposit Account No. 03-0075 (duplicate attached)

DO NOT USE THIS SPACE

8. 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.

Eric S Marzluf
Name of Person Signing

Eric S Marzluf
Signature

June 30, 2000
Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks; Box Assignments; Washington DC 20231

State of Delaware

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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 AMENDMENT OF "NOBEL EDUCATION DYNAMICS, INC.", CHANGING ITS NAME FROM "NOBEL EDUCATION DYNAMICS, INC." TO "NOBEL LEARNING COMMUNITIES, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 1998, AT 10 O'CLOCK A.M.

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.



Edward J. Freel
Edward J. Freel, Secretary of State

2005835 8100
001333662

AUTHENTICATION: 0532563
DATE: 06-29-00

12-7-98

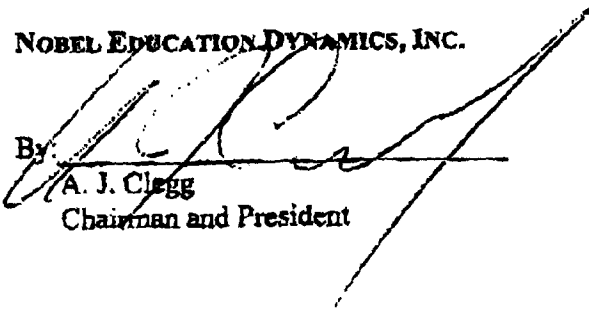
**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NOBEL EDUCATION DYNAMICS, INC.**

Nobel Education Dynamics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

- FIRST:** That the board of directors of the Corporation, by unanimous written consent of its members dated August 31, 1998 executed in accordance with Section 141 of the General Corporation Law of the State of Delaware, adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said proposed amendment to be advisable and calling for consideration of said proposed amendment by the stockholders of the Corporation. The resolution setting forth the proposed amendment is attached hereto as Exhibit A.
- SECOND:** That thereafter, pursuant to the resolutions of the board of directors, the proposed amendment was approved by the stockholders of the Corporation at the 1998 Annual Meeting of Stockholders held on November 19, 1998.
- THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by A. J. Clegg, its Chairman and President, and attested by Yvonne DeAngelo, its Secretary, this 19th day of November, 1998.

NOBEL EDUCATION DYNAMICS, INC.

By: 
A. J. Clegg
Chairman and President

Attest:


Yvonne DeAngelo
Secretary

EXHIBIT A

RESOLVED, that it is advisable and in the best interests of the Company that the Certificate of Incorporation of the Company, as amended, be further amended by amending Article First to read in its entirety as follows:

FIRST: The name of the Corporation is Nobel Learning Communities, Inc.

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