

10-17-2000

FORM PTO-1594 (Substitute)



SHEET

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101492796

To the Director of the U.S. Patent and Trademark Office. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 10-4-00
 CARNEGIE LEARNING PARTNERS, INC

Individual Association
 General Partnership Limited Partnership
 Corporation-PENNSYLVANIA
 Other: _____

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

2. Name and address of receiving party(ies):
 Name: CARNEGIE PARTNERS, INC.
 Address: 372 CRAIG STREET
SUITE 101
 City: Pittsburgh State: PA Zip: 15213

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

Execution Date: February 4, 1999

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State PENNSYLVANIA
 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 patent number(s)
 A. Trademark Application No(s).
75/514,775 and 75/543,929

B. Trademark Registration No(s).

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: MARIA N. RULLO, ESQ.
REED SMITH SHAW & McCLAY LLP
 Address: P.O. Box 488

 City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6)): \$ 65.00

Enclosed
 Authorized to be charged to deposit account
 Charge any deficiency to deposit account

8. Deposit account number:
18-0582

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

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 and correct copy of the original document.

10/16/2000 NTMAIL 00000205 75514775
Frederick H. Colen
 Name of Person Signing

Signature

September 28, 2000
 Date

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

Mail documents to be recorded with required cover sheet information to:
 Director of the U.S. Patent and Trademark Office, Box Assignments
 Washington, D.C. 20231

TRADEMARK
 REEL: 002156 FRAME: 0367

Microfilm Number _____

File with the Department of State on FEB 04 1999

Entity Number 2777101

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Kim Ditzinger
Secretary of the Commonwealth

ACTING

ARTICLES OF AMENDMENT - DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the Corporation is: Carnegie Learning Partners, Inc.

2. The (a) address of this Corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 5000 Forbes Avenue, Warner Hall, Fourth Floor, Pittsburgh, PA 15213-3890, Allegheny
Number and Street City State Zip County

(b) c/o _____
Name of Commercial Registered Office Provider County

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988

4. The date of its incorporation is: September 25, 1997

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State
 The amendment shall be effective on _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b)
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)

FEB -4 99

CORPORATION BUREAU

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

"1. Corporate Name. The name of the Corporation is Carnegie Learning, Inc."

RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article 2 thereof so that, as amended, said Article shall be and read as follows:

"2. Registered Office. The address of the Corporation's registered office in this Commonwealth is 372 North Craig Street, Suite 101, Pittsburgh, Allegheny County, Pennsylvania 15213."

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 26 day of JANUARY, 1999.

CARNEGIE LEARNING PARTNERS, INC.

By: Mark E. Cetrone

Title: SECRETARY

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

79

CARNEGIE LEARNING, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2777101

MICROFILM NUMBER: 09909

0360-0361

REED SMITH SHAW & MCCLAY
COUNTER