

11-02-2000



101503794

To the Commissioner of Patents and Trademarks, _____ documents or copy thereof.

1. Name of conveying party(ies): **10-23-00**
GeoTrain Corporation

Individuals Association
 General Partnership Limited Partnership
 Canadian Corporation
 Other: _____

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

2. Name and address of receiving party(ies):
Global Knowledge Network (Canada) Inc.
2430 Don Reid Drive
Ottawa, Ontario
CANADA K1H 1E1

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

Execution Date: December 22, 1999

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Canadian Corporation
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)/ Mark(s)
 75/426,747 - GEO TRAIN & Design
 75/426,748 - GEOTRAIN
 75/482,205 - NETGUN
 75/527,784 - ACADEMY NETGUN & Design

B. Trademark Reg. No.(s)/Mark(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Linda M. Byrne
 Address: MERCHANT & GOULD P.C.
 P.O. Box 2910
 Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: --

7. Total fee (37 CFR 3.41): \$115.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Linda M. Byrne  October 17¹⁸, 2000
 Name of Person Signing Signature Date

11/02/2000 GT0N11 00000055 75426747
 01 FC:481 40.00 OP
 02 FC:482 75.00 OP

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002166 FRAME: 0115

10681

For Ministry Use Only
A l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la compagnie en Ontario

1393346



Ministry of
Consumer and
Commercial Relations

Ministère de
la Consommation
et du Commerce

CERTIFICATE

This is to certify that these
articles are effective on

CERTIFICAT

Ceci certifie que les présents
statuts entrent en vigueur le

JANUARY 01 JANVIER, 2000

and D. I. W.

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

Trans. Code A 18	Line No. 0 20	Stat. 0 28	Comp. Type A 29	Method Incorp. 3 30	Share 3 31
Notice Req'd 8 32	Jurisdiction ONTARIO 33			A 47	67

**ARTICLES OF AMALGAMATION
STATUTS DE FUSION**

Form 4
Business
Corporations
Act

Formule 4
numéro 4
Loi
sur les
compagnies

1. The name of the amalgamated corporation is: *Dénomination sociale de la compagnie issue de la fusion:*

G	L	O	B	A	L	K	N	O	W	L	E	D	G	E	N	E	T	W	O	R	K	(C	A	N	A
D	A)	I	N	C	.																				

2. The address of the registered office is: *Adresse du siège social:*

2430 Don Reid Drive

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro, ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Ottawa, Ontario

K 1 A 8 P 9

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

(Postal Code)
(Code Postal)

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*

A minimum of 1 and a maximum of 11 directors

4. The director(s) is/are:

Administrateur(s):

First name, initials and surname <i>Prénom, initiales et nom de famille</i>	Address for service, giving Street & No. or R.R. No., Municipality and Postal Code. <i>Domicile élu, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal</i>	Resident Canadian State Yes or No <i>Résident Canadien Oui/Non</i>
Stacey M. Cannon	One Van de Graaff Drive Burlington, Massachusetts U.S.A. 01803	No
Richard Gordon	2430 Don Reid Drive Ottawa, Ontario K1A 8P9	Yes

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
-----------------	------------------

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.
The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous. Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

GLOBAL KNOWLEDGE NETWORK (CANADA) INC.

and are more particularly set out in these articles.

et sont énoncés textuellement aux présentes statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Global Knowledge Network (Canada) Inc.	1163750	December 22, 1999
GeoTrain Corporation	1380509	December 22, 1999

16681

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation exercises.

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.

3

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

7. The classes and any maximum number of shares that the corporation is authorized to issue.

Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:

The Corporation is authorized to issue an unlimited number of shares of 1 class designated as common shares.

10681

B. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série:

not applicable.

9. The issue, transfer or ownership of shares is/is no restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the Corporation shall be restricted in that no shares shall be transferred without either:

(a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such shares; or

(b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attached to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such shares.

10. Other provisions, (if any):

Autres dispositions, s'il y a lieu.

(a) that the number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder; and

(b) that any invitation to the public to subscribe for any securities of the Corporation is hereby prohibited; and

(c) the Corporation is permitted to set out its name in the French language as:

LE RESEAU COGNITIF MONDIAL (CANADA) INC

so that the Corporation may be legally designated by that name.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".

12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

16681

These articles are signed in duplicate.

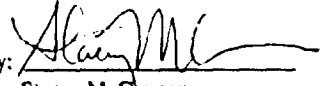
Les présents statuts sont signés en double exemplaire.

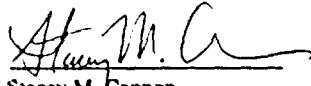
Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

GLOBAL KNOWLEDGE NETWORK
(CANADA) INC.

GEOTRAIN CORPORATION

By: 
Stacey M. Cannon
Director

By: 
Stacey M. Cannon
Secretary

10681

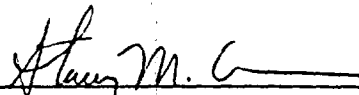
PART I OF SCHEDULE "A" TO THE ARTICLES OF AMALGAMATION
OF
GLOBAL KNOWLEDGE NETWORK (CANADA) INC.

STATEMENT OF DIRECTOR PURSUANT TO
SUBSECTION (2) OF SECTION 178 OF
THE *BUSINESS CORPORATIONS ACT*

I, Stacey M. Cannon of the City of Burlington, in the State of Massachusetts, one of the United States of America, hereby certify and state that:

1. I am a director of Global Knowledge Network (Canada) Inc., one of the amalgamating corporations, and as such have knowledge of its affairs;
2. I have conducted such examinations of the books and records of each of the amalgamating corporations and have made such enquiries and investigations as are necessary to enable me to make the statements hereinafter set forth;
3. I have satisfied myself that:
 - (a) each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED the 22nd day of December, 1999.



Stacey M. Cannon

PART 2 OF SCHEDULE "A" TO THE ARTICLES OF AMALGAMATION

OF

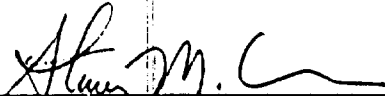
GLOBAL KNOWLEDGE NETWORK (CANADA) INC.

STATEMENT OF OFFICER PURSUANT TO
SUBSECTION (2) OF SECTION 178 OF
THE *BUSINESS CORPORATIONS ACT*

I, Stacey M. Cannon of the City of Burlington, in the State of Massachusetts, one of the United States of America, hereby certify and state that:

1. I am the Secretary of GeoTrain Corporation, one of the amalgamating corporations, and as such have knowledge of its affairs;
2. I have conducted such examinations of the books and records of each of the amalgamating corporations and have made such enquiries and investigations as are necessary to enable me to make the statements hereinafter set forth;
3. I have satisfied myself that:
 - (a) each of the amalgamating corporations is and the amalgamated corporation will be able to pay its liabilities as they become due; and
 - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes.
4. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation.

DATED the 22nd day of December, 1999.



Stacey M. Cannon

10681

PART I OF SCHEDULE "B" TO THE ARTICLES OF AMALGAMATION
OF
GLOBAL KNOWLEDGE NETWORK (CANADA) INC.

COPY OF A RESOLUTION OF THE BOARD OF DIRECTORS OF
GLOBAL KNOWLEDGE NETWORK (CANADA) INC.
(the "Corporation")

AMALGAMATION WITH
GEOTRAIN CORPORATION

WHEREAS GeoTrain Corporation is a wholly-owned subsidiary of the Corporation and has agreed to amalgamate with the Corporation pursuant to subsection 1771(1) of the *Business Corporations Act*.

RESOLVED that:

1. the amalgamation of the Corporation and GeoTrain Corporation under the *Business Corporations Act* pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a certificate of amalgamation pursuant to subsection 178(4) of the *Business Corporations Act*, and without affecting the validity of the incorporation and existence of GeoTrain Corporation, being the amalgamating subsidiary corporation, under its articles and of any act done thereunder, all shares in the capital of the amalgamating subsidiary corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Corporation, as amended;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation; and
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.

[End of Resolution]

10681

PART 2 OF SCHEDULE "B" TO THE ARTICLES OF AMALGAMATION
OF
GLOBAL KNOWLEDGE NETWORK (CANADA) INC.

COPY OF A RESOLUTION OF THE BOARD OF DIRECTORS OF
GEOTRAIN CORPORATION
(the "Corporation")

AMALGAMATION WITH
GLOBAL KNOWLEDGE NETWORK (CANADA) INC.

WHEREAS the Corporation is a wholly-owned subsidiary of and has agreed to amalgamate with Global Knowledge Network (Canada) Inc. pursuant to subsection 177(1) of the *Business Corporations Act*.

RESOLVED that:

1. the amalgamation of the Corporation and Global Knowledge Network (Canada) Inc. under the *Business Corporations Act* pursuant to subsection 177(1) thereof, be and the same is hereby approved;
2. subject to the endorsement of a certificate of amalgamation pursuant to subsection 178(4) of the *Business Corporations Act*, and without affecting the validity of the incorporation and existence of the Corporation under its articles and of any act done thereunder, all shares in the capital of the Corporation, including all shares which have been issued and are outstanding at the date hereof, be and the same are hereby cancelled without any repayment of capital in respect thereof;
3. the articles of amalgamation of the amalgamated corporation shall be the same as the articles of the Global Knowledge Network (Canada) Inc., as amended;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of Global Knowledge Network (Canada) Inc.; and
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation.

[End of Resolution]