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Our Ref.: 46819-0003 thru -0009



To the Commissioner of Patents and Trademark

101541496

Please record the attached original documents or copy microfilm.

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies):

Digital Learning Group LLC
A Delaware Limited Liability Company



11-15-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #67

Name and address of receiving party(ies):

Digital Learning Interactive LLC
Delaware Limited Liability Company

Street Address: 645 Massachusetts Avenue

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

City: Arlington State: Massachusetts Zip: 02476
Domestic Representative designation attached? Yes No

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

Effective Date: July 11, 2000 Execution Date: July 11, 2000

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

A. Trademark Application No.(s)

75/907,213; 75/912,345; 76/007,070; 76/069,902;
76/069,909; 76/074,102

B. Trademark Registration No.(s)

2,110,885

Additional numbers attached: Yes No

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

Name: Lisa D. Herbst, Esq.

Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

Street Address: 1800 M Street, N.W.
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 7

7. Total fee (37 C.F.R §3.41): \$190.00

Enclosed

Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520

Attach duplicate of page if paying by deposit account

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.

Lisa D. Herbst

Name of Person Signing

Lisa Herbst

Signature

11-15-00

Date

Total number of pages including cover sheet, attachments and documents: 3

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 AMENDMENT OF "DIGITAL LEARNING GROUP LLC", CHANGING ITS NAME FROM "DIGITAL LEARNING GROUP LLC" TO "DIGITAL LEARNING INTERACTIVE LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0552248

DATE: 07-11-00

TRADEMARK
REEL: 002189 FRAME: 0225

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
DIGITAL LEARNING GROUP LLC**


The undersigned, being authorized to execute and file this Certificate of Formation, hereby certifies that:

1. The name of the limited liability company (hereinafter referred to as the "Company") is "Digital Learning Group LLC."

2. The certificate of formation of the limited liability company is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article:

"1. The name of limited liability company (hereinafter referred to as the "Company") is "Digital Learning Interactive LLC."

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this 11 day of July, 2000.


By: Dr. Robert V. Fisher
Title: President