



101578390

To the Director of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party (ies):
 Edutest, Inc.

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

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

2. Name and address of receiving party(ies):
 Name: **Educator Acquisition, Inc.**

Internal Address: _____

Street Address: **6800 Paragon Place, Suite 237**

City: **Richmond** State: **VA** ZIP: **23230**

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 23, 2000

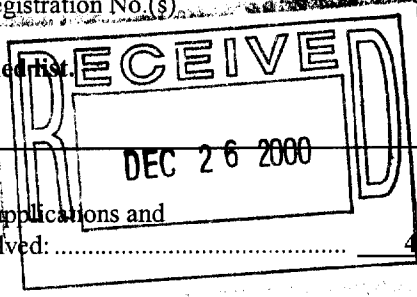
If assignment is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) and addresses attached? Yes No

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

Please see attached list.



6. Total number of applications and registrations involved: _____

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

Name: **Andrew P. Bridges/John C. Nishi**

Internal Address: _____
Wilson Sonsini Goodrich & Rosati
Professional Corporation

Street Address: **650 Page Mill Road**

City: **Palo Alto** State: **California** ZIP: **94304**

7. Total fee (37 CFR.3.41) **\$115.00**

Enclosed
 Authorized to be charged to deposit account

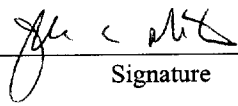
If fee insufficient, please charge

8. Deposit account number:
23-2415 Attn.: 14155.900

(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 copy of the original document.

John C. Nishi  12/18/00
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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

Attachment to Recordation Form Cover Sheet for Educator Acquisition, Inc.

<u>Trademark</u>	<u>Registration No.</u>
EDUTEST	2,107,145
EDUTEST.COM AND DESIGN (FIGURES)	2,412,519
EDUTEST.COM AND DESIGN (STAR)	2,301,904
DESIGN (LIGHTBULB)	2,097,823

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:

"EDUTEST, INC.", A VIRGINIA CORPORATION,

WITH AND INTO "EDUCATOR ACQUISITION, INC." UNDER THE NAME OF "EDUCATOR ACQUISITION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 2000, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3236116 8100M

001321044

AUTHENTICATION: 0519017

DATE: 06-23-00

TRADEMARK
REEL: 002209 FRAME: 0690

**CERTIFICATE OF MERGER
OF
EDUTEST, INC.
WITH AND INTO
EDUCATOR ACQUISITION, INC.**

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify that:

FIRST: The name and states of incorporation of each of the constituent parties of the merger is as follows:

NAME	STATE OF INCORPORATION
Edutest, Inc.	Virginia
Educator Acquisition, Inc.	Delaware

SECOND: An agreement and plan of merger and reorganization between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent parties in accordance with the requirements of section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Educator Acquisition, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of Educator Acquisition, Inc., a Delaware corporation, shall be the certificate of incorporation of the Surviving Corporation and this Certificate of Merger is to become effective upon filing with the Secretary of State of the State of Delaware.

FIFTH: The executed agreement and plan of merger and reorganization is on file at the principal place of business of the Surviving Corporation located at 10140 Campus Point Drive, San Diego, California 92121.

SIXTH: A copy of the agreement and plan of merger and reorganization will be furnished by Surviving Corporation on request and without cost, to any stockholder of the Surviving Corporation or any shareholder of Edutest, Inc.

SEVENTH: Edutest, Inc. has 5,000,000 shares of Common Stock, \$.01 par value, 521,801 shares of Series A Convertible Stock, \$.01 par value, and 100,000 shares of Series A Convertible Stock, \$.01 par value, authorized.

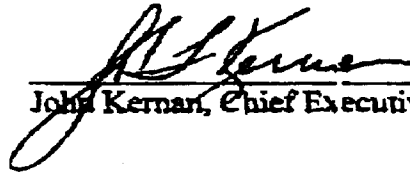
{SIGNATURE PAGE FOLLOWS}

IN WITNESS WHEREOF, Educator Acquisition, Inc. has caused this Certificate of Merger to be executed as of the date set forth below by its duly authorized representative.

Dated: June 22, 2000

EDUCATOR ACQUISITION, INC.,
a Delaware corporation

By:


John Kernan, Chief Executive Officer

[CERTIFICATE OF MERGER SIGNATURE PAGE]

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RECORDED: 12/26/2000

TRADEMARK
REEL: 002209 FRAME: 0692