



101593364

To The Honorable Commissioner of

attached original document or copy thereof.

1. Name of conveying party(ies):

1.7.01

Professional Training Services, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: November 24, 1999

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

A) Trademark Application No.(s)

75/286,579
75/789,178

B) Trademark Registration No.(s)

2,153,823	2,311,784
2,287,398	2,279,741
2,272,810	2,198,080
2,190,095	2,311,785

Additional numbers attached? Yes No

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

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

Attn: Scott M. Slomowitz, Esq.
12th Floor - 7 Penn Center
1635 Market Street; Phila, PA 19103-2212

6. Total number of applications and registrations involved..... 10

7. Total fee (37 CFR 3.41)..... \$ 265.00

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.

Scott M. Slomowitz

Name of Person Signing

Scott M. Slomowitz
Signature

12/29/00
Date

01/24/2001 AAHMED1 00000050 030075 75286579
Total number of pages including cover sheet, attachments and document: 4

01 FC:481 40.00 CH
02 FC:482 225.00 CH

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

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:

"PROFESSIONAL TRAINING SERVICES, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "GLOBAL KNOWLEDGE NETWORK, INC." UNDER THE NAME OF "GLOBAL KNOWLEDGE NETWORK, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 1999, AT 2:01 O'CLOCK P.M.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0102872

DATE: 11-24-99

TRADEMARK
REEL: 002218 FRAME: 0714

CERTIFICATE OF MERGER

PROFESSIONAL TRAINING SERVICES, INC.

INTO

GLOBAL KNOWLEDGE NETWORK, INC.

The undersigned corporation, Global Knowledge Network, Inc., organized and existing under the laws of Delaware, does hereby certify as follows:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Global Knowledge Network, Inc.	Delaware
Professional Training Services, Inc.	Pennsylvania

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Global Knowledge Network, Inc.

FOURTH: That the Certificate of Incorporation of Global Knowledge Network, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal office of Global Knowledge Network, Inc., the surviving corporation, the address of which is One Van De Graaf Drive, Burlington, MA 01803.

A: CERTIFICATE OF MERGER.DOC 11/22/99 6:41 PM

TRADEMARK
REEL: 002218 FRAME: 0715

SIXTH: That a copy of the Agreement of Merger will be furnished by Global Knowledge Network, Inc. on request and without cost to any stockholder of any constituent corporation.

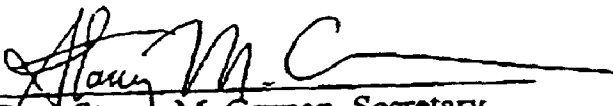
SEVENTH: That the authorized capital stock of Professional Training Services, Inc. is as follows:

<u>Class</u>	<u>Par value per share</u>	<u>Number of Shares Authorized</u>
Common Stock	\$.01	12,000,000
Preferred Stock	\$.01	2,000,000 (of which 1,673,640 are designated Series A Convertible Preferred Stock)

EIGHTH: That this Certificate of Merger shall be effective on its filing date.

IN WITNESS WHEREOF, Global Knowledge Network, Inc. has caused this certificate to be signed by its Secretary on this the 24th day of November, 1999.

GLOBAL KNOWLEDGE NETWORK, INC.


By: Stacey M. Cannon, Secretary