

FORM PTO-1618A
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

02/26/2001 AAHMED1 00000005 75684701

01 FC:481 40.00 OP

02 FC:482 200.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002240 FRAME: 0236

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/684701"/>	<input type="text" value="75/855649"/>	<input type="text" value="75/855676"/>
<input type="text" value="75/862623"/>	<input type="text" value="76/127444"/>	<input type="text" value="76/128591"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1975636"/>	<input type="text" value="2393625"/>	<input type="text" value="2397923"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Patricia Hatry, Esq.

Name of Person Signing


Signature

02/08/01

Date Signed

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LEGAL RESEARCH NETWORK, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "LRN, THE LEGAL KNOWLEDGE COMPANY" UNDER THE
NAME OF "LRN, THE LEGAL KNOWLEDGE COMPANY", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF
DECEMBER, A.D. 2000, AT 1:36 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 0950848

010053508

DATE: 02-01-01

TRADEMARK
REEL: 002240 FRAME: 0238

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
LEGAL RESEARCH NETWORK, INC.
(A CALIFORNIA CORPORATION)
INTO
LRN, THE LEGAL KNOWLEDGE COMPANY
(A DELAWARE CORPORATION)**

(under Section 253 of the General Corporation Law of the State of Delaware)

Legal Research Network, Inc., a corporation duly organized under the laws of the State of California:

DOES HEREBY CERTIFY:

FIRST: Legal Research Network, Inc. (the "Corporation"), was incorporated on the 14th day of October, 1993, pursuant to the General Corporation Law of the State of California (the "CA-GCL"), the provisions of which permit a merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of another state.

SECOND: The Corporation owns 100% of the issued and outstanding shares of the common stock, \$.001 par value per share, of LRN, The Legal Knowledge Company, a corporation incorporated on the 13th day of July, 2000, pursuant to the General Corporation Law of the State of Delaware (the "DE-GCL") ("Mergercorp"), and having no class of stock outstanding other than such common stock.

THIRD: That the Corporation, by the following resolutions adopted by its Board of Directors, duly adopted by unanimous written consent of the members thereof on October 19, 2000, determined to merge itself into Mergercorp, effective as set forth below:

"WHEREAS, it has been proposed, and the undersigned hereby attest thereto, that it is in the best interest of the Corporation to take all actions necessary to reincorporate under the General Corporation Law of the State of Delaware (the "Reorganization"); and

WHEREAS, the Corporation has caused to be formed LRN, The Legal Knowledge Company, Inc., a Delaware corporation ("Mergercorp"), for the purpose of the Reorganization and is the sole stockholder thereof; and

WHEREAS, there has been presented a form of Agreement and Plan of Reorganization and Merger, a form of Certificate of Ownership and Merger, and certain other agreements and other writings to accomplish the Reorganization (collectively, the "Reorganization Documents") to merge the Corporation into Mergercorp pursuant to Section 1110 of the California Corporations Code and Section 253 of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, BE IT RESOLVED, that the Reorganization is approved and the Reorganization Documents shall be presented to the shareholders for approval;

RESOLVED FURTHER, that upon the vote of the majority of the shareholders, voting as a separate class, to ratify the actions hereby taken by this Board in regard to the Reorganization, the Corporation shall take all actions necessary to merge itself into Mergercorp, which will assume all of the obligations of the Corporation (the "Merger"), such Merger to be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

RESOLVED FURTHER, that the terms and conditions of the Merger are as follows: (i) upon the proposed Merger becoming effective and without any action on the part of any holder thereof, each outstanding share of the Common Stock of the Corporation, (the "Corporation Common Stock"), shall be changed and converted into two (2) shares of the Common Stock, par value \$.001 per share, of Mergercorp (the "Mergercorp Common Stock"); (ii) each outstanding share of the Series A Preferred Stock of the Corporation, (the "Corporation Series A Preferred Stock") shall be changed and converted into two (2) shares of the Series A Preferred Stock, par value \$.001 per share, of Mergercorp (the "Mergercorp Series A Preferred Stock"); and (iii) upon the Merger becoming effective, all of the outstanding certificates which immediately prior to the effective date represented outstanding shares of common stock and preferred stock of the Corporation shall be deemed for all purposes to evidence ownership of and to represent the shares of common stock and preferred stock of Mergercorp into which such shares of the Corporation have been converted as herein provided. The registered owner on the books and records of the Corporation or its transfer agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to Mergercorp or its transfer agent, have and be entitled to exercise any voting rights and other rights with respect to and to receive any dividend or other distribution upon the shares of Mergercorp Common Stock and Series A Preferred Stock evidenced by such outstanding certificate as above provided.

RESOLVED FURTHER, that Mergercorp, as the surviving corporation in the merger, shall notify each former shareholder of record of the Corporation within ten (10) days after the effective date of the merger that the merger has become effective and that such shareholders hold certain "dissenters rights" under Section 1300 of the California Corporations Code;

RESOLVED FURTHER, that any officer of the Corporation be, and hereby is, authorized to make and execute to do all things whatsoever, whether within or without the States of Delaware, California and any other state necessary, which may be in any way deemed appropriate to effect said merger."

FOURTH: that the proposed merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of the State of California.

FIFTH: The merger is effective upon filing of this Certificate of Ownership and Merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by B. Robert Suh, its duly authorized officer, this 27^m day of December, 2000.

Legal Research Network, Inc.
a California corporation

By: /s/ B. Robert Suh
B. Robert Suh, Vice President, Chief Financial
Officer and Secretary

SCHEDULE "A"

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
LRN.COM	75/684701	04/14/99
LRN EXPERT LEGAL KNOWLEDGE	75/855649	11/22/99
KNOWLEDGE SERVICE PROVIDER	75/855676	11/22/99
LEGAL COMPLIANCE AND EDUCATION CENTER	75/862623	12/02/99
KSP	76/127444	09/13/00
LCEC	76/128591	09/14/00

SCHEDULE "B"

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
LRN (Stylized)	1,975,636	05/28/96
KNOWLEDGE BANK	2,393,625	10/10/00
KNOWLEDGE PREVIEW	2,397,923	10/24/00