

03-13-2001

FORM PTO-1594 (Substitute)

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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

101634916

To the Director of the U.S. Patent and Trademark Office, 101634916 original documents or copy thereof.

1. Name of conveying party(ies): 2-15-01  
 CARNEGIE LEARNING PARTNERS, INC.

Individual  Association  
 General Partnership  Limited Partnership  
 Corporation-PENNSYLVANIA  
 Other: \_\_\_\_\_

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

2. Name and address of receiving party(ies):

Name: CARNEGIE LEARNING, INC.

Address: 372 CRAIG STREET  
SUITE 101

City: Pittsburgh State: PA Zip: 15213

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other This is a correction to Reel/Frame  
002156/0367 to the receiving party name

Execution Date: February 4, 1999

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State PENNSYLVANIA  
 Other \_\_\_\_\_

If assignee 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) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s)

A. Trademark Application No(s).  
75/514,775 and 75/543,929

Additional numbers attached?  Yes  No

B. Trademark Registration No(s).

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

Name: JODY L. BURTNER, SENIOR PARALEGAL  
REED SMITH SHAW & McCLAY LLP

Address: P.O. Box 488

City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6)): \$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account  
18-0582  
 Charge any deficiency to deposit account

8. Deposit account number:  
18-0582

(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 and correct copy of the original document.*

Jody L. Burtner, Senior Paralegal [Signature] February 12, 2001  
 Name of Person Signing Signature Date

03/07/2001 TDIAZ1 00000104 180582 T 0514775 Number of pages including cover sheet, attachments, and document: 4

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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

Microfilm Number \_\_\_\_\_

File with the Department of State on FEB 04 1999

Entity Number 2777101

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

*Kim Rizzigallo*  
Secretary of the Commonwealth

ACTING

JK

**ARTICLES OF AMENDMENT - DOMESTIC BUSINESS CORPORATION**

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the Corporation is: Carnegie Learning Partners, Inc.

2. The (a) address of this Corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 5000 Forbes Avenue, Warner Hall, Fourth Floor, Pittsburgh, PA 15213-3890, Allegheny  
Number and Street City State Zip County

(b) c/o \_\_\_\_\_  
Name of Commercial Registered Office Provider County

3. The statute by or under which it was incorporated is: Business Corporation Law of 1988

4. The date of its incorporation is: September 25, 1997

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State

\_\_\_\_\_ The amendment shall be effective on \_\_\_\_\_ at \_\_\_\_\_  
Date Hour

6. (Check one of the following):

\_\_\_\_\_ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b)

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)

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PA Dept. of State

7. (Check, and if appropriate complete, one of the following):

  x   The amendment adopted by the corporation, set forth in full, is as follows:

RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

"1. Corporate Name. The name of the Corporation is Carnegie Learning, Inc."

RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article 2 thereof so that, as amended, said Article shall be and read as follows:

"2. Registered Office. The address of the Corporation's registered office in this Commonwealth is 372 North Craig Street, Suite 101, Pittsburgh, Allegheny County, Pennsylvania 15213."

       The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof

8. (Check if the amendment restates the Articles):

       The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 26 day of JANUARY, 1999.

CARNEGIE LEARNING PARTNERS, INC.

By: Mark E. Cuthbert

Title: SECRETARY

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

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CARNEGIE LEARNING, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2777101

MICROFILM NUMBER: 09909

0360-0361

REED SMITH SHAW & MCCLAY  
COUNTER