



TRADEMARKS ONLY

Patent & Trademark Office

T

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rademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Instructional Fair Group, Inc.

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

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

Educational Publishing Corporation
1221 Avenue of the Americas
New York, New York 10020

- Individual(s) citizenship U.S.
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

4-11-01

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

If assignee is not domiciled in the United States, a domestic representative designated is attached Yes No

(Designations must be a separate document Assignment)

Additional name(s) & Address(es) attached Yes No

Execution Date: 12/31/00

4. Application or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

see attached

see attached

Additional numbers attached? Yes No

75683078

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

Ava K. Doppelt, Esquire
Allen, Dyer, Doppelt,
Milbrath & Gilchrist, P.A.
255 South Orange Avenue
Suite 1404
Orlando, Florida 32801

6. Total number of applications and registrations involved:.....(59)

Ava K. Doppelt

- 7. Total fee (37CFR 3.41)..... \$1490.00
- Enclosed (receipt for payment)
- Charge any amounts due or credit any Overpayment to deposit account no. 01-0484

(Attach duplicate copy of this page if paying by deposit account)

04/23/2001 T01421 00000023 75683078

01 FEB 01 40.00 DP
02 FEB 02 1450.00 DP

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.

Ava K. Doppelt, Esquire

Ava K. Doppelt
Signature

April 10, 2001

Date

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

Instructional Fair Group, Inc.,

Serial No.	Mark	Class
75/683078	A PEG-N-PLAY SET	28
76/016402	LUCKY PENNY	28
75/683994	PEG-IT	28
76/016401	POCKET CHANGE	16, 28
76/015666	SPOT THE CLOCK	16, 28
Reg. No.	Mark	Class
2,222,571	BUILD-N-LEARN	28
1,559,584	CONCERTWARE	9
1,597,254	Circle, Square & Triangle Design	9, 16, 28
2,372,456	EASY GRIP PEGS	28
1,824,391	FRACTION BUILDER	16
1,604,588	FRACTION STAX Stylized	28
1,527,898	GREAT WAVE SOFTWARE & Design	9
2,257,765	HIDE-N-PEEK	16
953,663	IF Stylized	16
2,205,989	IN CELEBRATION & Angel Design	16, 28
2,211,391	IN CELEBRATION & Star Design	16, 28
1,515,230	INSTRUMENTMAKER	9
1,592,952	JOBCARDS	16
2,391,307	Juggler Design	16, 28, 35
2,257,754	LOST-N-FOUND	16
2,257,755	MY LITTLE LEARNING BOX	16
1,617,464	NUMBERMAZE	9
2,370,638	PIZZA TO GO	28
2,160,518	READ-N-DO	16
2,058,057	READING SEARCH	9
2,042,997	SAFESIZE	28

Serial No.	Mark	Class
75/943519	CP CREATIVE PUBLICATIONS & Design	16
75/583736	CREATIVE CLASSICS	16
76/036130	CREATIVE PUBLICATIONS	42
75/594544	CREATIVE PUBLICATIONS CREATIVE CLASSICS	16
75/637173	GROUNDWORKS	16

Reg. No.	Mark	Class
1,698,572	ALGEBRA LAB	16
2,190,977	ALGEBRA LAB	16
1,667,249	ALGEBRA LAB GEAR	16
2,190,976	ALGEBRA LAB GEAR	28
1,955,039	ARITHMATWISTS	16
1,955,036	ARITHMETORNOS	16
1,778,191	CP Design	42
1,793,460	CREATIVE PUBLICATIONS	9
1,475,902	CREATIVE PUBLICATIONS Stylized	16
1,777,833	CREATIVE PUBLICATIONS & Design	16
1,957,884	DAILY TUNE-UPS	16
2,065,061	FOR THE CLASSROOM YOU WANT TO CREATE	42
1,759,618	FRACTION FACTORY	9, 16
2,257,652	HOT WORDS HOT TOPICS	16
2,089,848	INTERMEDIATE THEME WORKS	16
2,363,032	MATHGEAR	9
1,858,156	MATHLAND	16
2,105,936	MATHSCAPE	16
2,131,605	MIDDLE SCHOOL MATH WITH PIZZAZZ	16
1,982,609	PIZZAZZ	16
2,080,114	PLAN BOOK PLUS	16
1,967,000	POLYHEDRAVILLE	16
1,957,886	PUDDLE QUESTIONS	16
2,170,211	SKILL POWER	16
2,078,039	SMART ARITHMETIC	28
2,298,217	SMART STRANDS	16
2,100,084	TAPESTRIES FOR LEARNING	16
2,076,342	TEXTILE MATH	16
2,157,812	THE ESSENTIALS SKILLS ASSESSMENT SYSTEM	16

State of Delaware
Office of the Secretary of State

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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:

"INSTRUCTIONAL FAIR GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "EDUCATIONAL PUBLISHING CORPORATION" UNDER THE NAME OF "EDUCATIONAL PUBLISHING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2000, AT 4:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0866069

DATE: 12-19-00

2151986 8100M

001637680

TRADEMARK
REEL: 002276 FRAME: 0145

CERTIFICATE OF MERGER
OF
INSTRUCTIONAL FAIR GROUP, INC.
INTO
EDUCATIONAL PUBLISHING CORPORATION

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) Instructional Fair Group, Inc., which is incorporated under the laws of the State of Delaware; and
 - (ii) Educational Publishing Corporation, which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Educational Publishing Corporation, which will continue its existence as said surviving corporation under its present name upon the effective date and time of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Educational Publishing Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

1221 Avenue of the Americas, New York, NY 10020.

- 6. The copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.
- 7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective at 5:05 P.M. on December 31, 2000.

Dated: December 15, 2000

INSTRUCTIONAL FAIR GROUP, INC.


By: _____
Name: Frank Kaufman
Title: Vice President

EDUCATIONAL PUBLISHING CORPORATION


By: _____
Name: Frank Kaufman
Title: Vice President