

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

04-26-2001

4-11-01



To the Honorable Commissioner of Patents and Trademarks: Please record the attached

101688987

1. Name of conveying party(ies):

Mimosa Education, Inc.

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

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

Wright Group Publishing, Inc.  
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

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)

2,029,212      2,036,095  
2,012,740      2,036,092

Additional numbers attached?  Yes  No

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:.....(4)

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

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

Signature

April 11, 2001

Date

Total number of pages including cover sheet, attachments and document: 4

State of Delaware  
Office of the Secretary of State

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PAGE 1

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:

"BREAKTHROUGH TO LITERACY, INC.", A DELAWARE CORPORATION,

"MIMOSA EDUCATION, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WRIGHT GROUP PUBLISHING, INC." UNDER THE NAME OF "WRIGHT GROUP PUBLISHING, INC.", 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 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.



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001637670

A handwritten signature in black ink, appearing to read "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0866062

DATE: 12-19-00

TRADEMARK  
REEL: 002280 FRAME: 0891

**CERTIFICATE OF MERGER**  
**OF**  
**BREAKTHROUGH TO LITERACY, INC.**  
**AND**  
**MIMOSA EDUCATION, INC.**  
**INTO**  
**WRIGHT GROUP PUBLISHING, INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
  - (i) Breakthrough to Literacy, Inc., which is incorporated under the laws of the State of Delaware;
  - (ii) Mimosa Education, Inc., which is incorporated under the laws of the State of Delaware; and
  - (iii) Wright Group Publishing, Inc., 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 Wright Group Publishing, Inc., 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 Wright Group Publishing, Inc., 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 o'clock P.M. on December 31, 2000.

Dated: December 15, 2000

BREAKTHROUGH TO LITERACY, INC.

By:   
Name: Frank Kaufman  
Title: Vice President

MIMOSA EDUCATION, INC.

By:   
Name: Frank Kaufman  
Title: Vice President

WRIGHT GROUP PUBLISHING, INC.

By:   
Name: Frank Kaufman  
Title: Vice President