

04-27-2001



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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 BRIGHTWARE, INC.

Execution Date
Month Day Year
03 11 01

Formerly

75757158

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization NEBRASKA

Receiving Party

Mark if additional names of receiving parties attached

Name LEAP INTO LEARNING, INC.

DBA/AK/A/T/A

Composed of

Address (line 1) 711 NORTH 91ST PLAZA, #114

Address (line 2)

Address (line 3) OMAHA

NE/USA

68114

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 NEBRASKA

04/27/2001 DBYRNE 00000051 75757158

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01 FO:481
02 FO:482

40.00 OP.
25.00 OP.

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TRADEMARK
REEL: 002282 FRAME: 0065

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="75757158"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2283899"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<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.

ROBERTA L. CHRISTENSEN

Name of Person Signing

Roberta L. Christensen

Signature

4-12-01

Date Signed

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
BRIGHTWARE, INC.

COPY

Pursuant to the provisions of the Business Corporation Act of the State of Nebraska (the "Act"), the undersigned Corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation:

FIRST: The name of the Corporation is Brightware, Inc.

SECOND: The text of the Restated and Amended Articles of Incorporation of the Corporation is set forth as Exhibit "A" attached hereto.

THIRD: The Restated and Amended Articles of Incorporation contain an amendment which requires shareholder approval under the Act. Accordingly, the following information is provided:

The amendments are to amend Article I to change the name of the Corporation, amend Article II by removing language relating to the transfer of shares of the Corporation, restate Article III to address preemptive rights of the shareholders, restate Article IV to address director liability, and restate Article V to provide the current registered agent/office of the corporation. See Exhibit "A" attached.

The amendments were adopted by the Sole Shareholder and Board of Directors of the Corporation by unanimous consent on March 11, 2001. The Sole Shareholder voted in the following manner:

Total No. of Outstanding Shares and Votes Entitled to be Cast	Total No. of Votes Cast	
	For	Against
500 common capital shares	500	0

FOURTH: There is no exchange, reclassification, or cancellation of issued shares provided for in this amendment and restatement.

DATED this 11 day of March, 2001.

BRIGHTWARE, INC., a Nebraska corporation

By: Jan M. Esterach
Jan M. Esterach, President

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF LEAP INTO LEARNING, INC.

ARTICLE I

The name of the corporation shall be Leap Into Learning, Inc.

ARTICLE II

The aggregate number of shares which this corporation shall have authority to issue is ten thousand (10,000) shares, having a par value of \$1.00 each, all of which shall be common stock.

ARTICLE III

The shareholders of the corporation shall not have a preemptive right to acquire the unissued shares of the corporation.

ARTICLE IV

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take action as a director except for liability (i) for the amount of financial benefit received by a director to which he or she is not entitled; (ii) for intentional infliction of harm on the corporation or its shareholders; (iii) for a violation of NEB. REV. STAT. §21-2096; and (iv) for an intentional violation of criminal law.

ARTICLE V

The address of the corporation's registered office shall be 1125 South 103 Street, Suite 800, Douglas County, Omaha, Nebraska, 68124, and the name of the registered agent at such address shall be Michael M. Hupp.

DATED this _____ day of _____, 2001.



Jan M. Estraich, President