

05-08-2001



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04-16-2001

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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) 65E

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

05/08/2001 GTON11 00000011 76047843

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05/08/2001 GTON11 0000104893

01 FC:481 40.00 OP
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Name

Address (line 1)

Address (line 2)

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Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

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

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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="76047843"/>	<input type="text" value="75907995"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<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.

MONICA GIANNI, Attorney for

Monica Gianni

4/9/01

Name of Person Signing *Learningshart, LLC + Corp* Signature

Date Signed

STATE of WASHINGTON



SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

ARTICLES OF MERGER

to

LEARNINGHEART CORPORATION

a Washington Profit corporation,

were filed for record in this office on the date indicated below.

Merging LEARNINGHEART ONE, L.L.C. into LEARNINGHEART CORPORATION

UBI Number: 602 033 559

Date: September 26, 2000



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State
2-922086-0

TRADEMARK

REEL: 002292 FRAME: 0923

ARTICLES OF MERGER

FILED
STATE OF WASHINGTON

of

SEP 26 2000

LEARNINGHEART ONE, LLC
a Washington limited liability company

RALPH MUNRO
SECRETARY OF STATE

into

LEARNINGHEART CORPORATION
a Washington corporation

Pursuant to RCW 23B.11.090 of the Washington Business Corporation Act, and RCW 25.15.405, the following Articles of Merger are executed for the purpose of merging LearningHeart One, LLC, a Washington limited liability company (the "Disappearing Entity"), into LearningHeart Corporation, a Washington corporation (the "Surviving Entity").

1. Plan of Merger. The Plan of Merger approved by the members of the Disappearing Entity and recommended by the directors of and approved by the shareholders of the Surviving Entity is attached hereto as Exhibit A and incorporated herein by this reference.

2. Approval. The merger was duly approved by the members of the Disappearing Entity pursuant to RCW 25.15.400 and recommended by the directors of and duly approved by the shareholders of the Surviving Entity pursuant to RCW 23B.11.030.

3. Effective Time. The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger shall be effective upon the filing of these Articles of Merger in the Office of the Secretary of State of the State of Washington.

Dated as of the 25 day of Sept, 2000.

LEARNINGHEART CORPORATION
a Washington corporation

By: Rebel Williams
Rebel Williams, Its President

Val: 09/26/2000 - 172351
\$50.00 on 09/26/2000
Credit Card - 09/26/2000 - 0

Exhibit A

PLAN OF MERGER

This PLAN OF MERGER (the "Plan") is entered into as of the ____ day of _____, 2000, by and between LearningHeart One, LLC, a Washington limited liability company (the "LLC"), and LearningHeart Corporation, a Washington corporation (the "Corporation") (collectively, the "Parties").

RECITALS

A. The LLC is a limited liability company duly organized and existing under the laws of the State of Washington, and the Corporation is a corporation duly organized and existing under the laws of the State of Washington.

B. The members of the LLC and the Board of Directors of the Corporation have determined that it is advisable and to their advantage that the LLC merge with and into the Corporation upon the terms and conditions of this Plan of Merger, and the members of the LLC and the Board of Directors and shareholders of the Corporation have approved this Plan of Merger.

AGREEMENT

NOW, THEREFORE, the Parties hereby adopt the Plan and agree that the LLC shall merge with and into the Corporation on the following terms and conditions:

1. **Merger**

1.1 **Merger; Surviving Company.** The LLC shall be merged with and into the Corporation pursuant to the applicable provisions of the Washington Business Corporation Act, as amended, and RCW 25.15, and in accordance with the terms and conditions of this Plan (the "Merger"). The Corporation shall be the surviving company (the "Surviving Company") and shall be governed by the laws of the State of Washington.

1.2 **Effective Date.** The effective time (the "Effective Time") of the Merger shall be 5:00 p.m. of the date on which the Articles of Merger in substantially the form attached hereto are filed with and accepted by the office of the Secretary of State of the State of Washington.

2. Shares and Member Interests.

At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the interest of the sole member of the LLC will be converted into and exchanged for thirty million (30,000,000) shares of common stock..

3. Effect of Merger: Succession.

At the Effective Time, the Surviving Company shall have all the rights, privileges, immunities, properties, powers, franchises, interests and authority, and shall be subject to all the duties, liabilities and other obligations, of the LLC and the Corporation in the manner of and as more fully set forth in RCW 23B.11.100.

IN WITNESS WHEREOF this Plan is hereby executed on behalf of each of the Parties by their duly authorized officers or members respectively.

LEARNINGHEART CORPORATION,
a Washington corporation

By: Rebel Williams
Rebel Williams, Its President

LEARNINGHEART ONE, LLC, a Washington
limited liability company

By: Rebel Williams
Rebel Williams, Its Member