

5-23-01

06-14-2001



101748582

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

Attorney Docket No.:

**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

Execution Date  
Month Day Year

Name

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)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**TRADEMARK**  
**REEL: 002313 FRAME: 0496**

**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="75/822,107"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,393,448"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/822,108"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,119,615"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,119,621"/>	<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.) #

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.

Glen M. Burdick, Reg. No. 24,230 Glen M. Burdick 05/23/2001

Name of Person Signing Signature Date Signed

OFFICE OF THE SECRETARY OF STATE



AMENDED  
CERTIFICATE OF INCORPORATION

WHEREAS, the Amended Certificate of Incorporation of  
**EDUCATION-WORLD.COM, INC.**

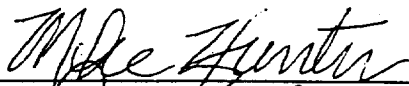
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 15TH  
day of AUGUST, 2000.

  
Secretary of State

By: 

TRADEMARK

REEL: 002313 FRAME: 0498

AMENDED CERTIFICATE OF INCORPORATION

AUG 15 2000

OKLAHOMA SECRETARY  
OF STATE

TO: THE SECRETARY OF STATE OF OKLAHOMA

The undersigned Oklahoma corporation, for the purpose of amending its Certificate of Incorporation, hereby certifies that the Corporation duly adopted the following amendment to its Certificate of Incorporation in accordance with Section 1077 of the Oklahoma General Corporation Act (the "Act") pursuant to written consents executed by the sole shareholder and directors of the Corporation as required by the Act:

**FIRST:** That there is no change to Articles I, II and III.

**SECOND:** That Article IV of the Corporation's Certificate of Incorporation was amended to provide, in its entirety, as follows:

**ARTICLE IV**

The total number of shares of capital stock which the Corporation shall have authority to issue is 10,030,000 shares, divided into 10,000,000 shares designated as Common Stock of the par value of \$1.00 per share and 30,000 shares designated as Preferred Stock of the par value of \$100.00 per share.

There are no changes to the preferences, qualifications, limitations, restrictions and the special and relative rights in respect of the shares of each class.


**THIRD:** That there is no change to Articles V through IX.

**FOURTH:** That pursuant to the Oklahoma General Corporation Act which provides that any action required or permitted to be taken at a meeting of the Board of Directors (the "Board") may be taken without a meeting if all of the members of the Board consent thereto in writing and the writing is filed with the minutes of the proceedings of the Board, the Board of Directors of the undersigned, being all the directors of the Corporation, did, effective as of June 26, 2000, adopt a resolution setting forth the foregoing amendment to the Certificate of Incorporation of the Corporation, declaring said amendment advisable and recommending to the stockholders of the Corporation consideration thereof.

That, thereafter, pursuant to resolution of its Board of Directors in accordance with the provisions of §1073 of the Oklahoma General Corporation Act, whereby, any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, the necessary number of shares as required by statute were voted in favor of the amendment.

**IN WITNESS WHEREOF**, for the purposes of amending the Corporation's Certificate of Incorporation, I hereby cause this Certificate to be signed by me as of the 14<sup>th</sup> day of August, 2000.

**EDUCATION-WORLD.COM, INC.**

By:   
Brian Mauck  
President

OFFICE OF THE SECRETARY OF STATE



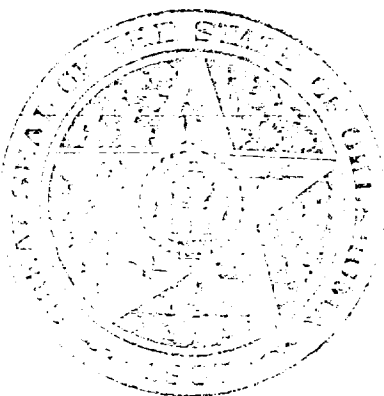
AMENDED  
CERTIFICATE OF INCORPORATION

WHEREAS, the Amended Certificate of Incorporation of  
**EDUCATION-WORLD.COM, INC.**

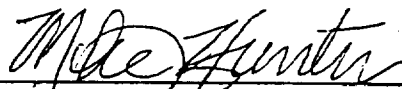
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 8th  
day of October, 1999.

  
Secretary of State

By: 

TRADEMARK

REEL: 002313 FRAME: 0501

EDUCATION-WORLD.COM, INC.

AMENDED CERTIFICATE OF INCORPORATION

TO: THE SECRETARY OF STATE OF OKLAHOMA

**FILED**  
OCT 8 1999  
OKLAHOMA SECRETARY  
OF STATE

The undersigned Oklahoma corporation, for the purpose of amending its Certificate of Incorporation, hereby certifies that the Corporation duly adopted the following amendment to its Certificate of Incorporation in accordance with Section 1077 of the Oklahoma General Corporation Act (the "Act") pursuant to written consents executed by the sole shareholder and directors of the Corporation as required by the Act:

**FIRST:** That there is no change to Articles I, II and III.

**SECOND:** That Article IV of the Corporation's Certificate of Incorporation was amended to provide, in its entirety, as follows:

**ARTICLE IV**

The total number of shares of capital stock which the Corporation shall have authority to issue is 130,000 shares, divided into 100,000 shares designated as Common Stock of the par value of \$1.00 per share and 30,000 shares designated as Preferred Stock of the par value of \$100.00 per share.

The preferences, qualifications, limitations, restrictions and the special and relative rights in respect of the shares of each class are as follows:

**Preferred Stock**

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions hereof, to provide for the issuance of shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable laws of the State of Oklahoma, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and if so, the terms and conditions of such conversion, including provisions for adjustment of the conversion rate in such events as the Board shall determine.

(e) Whether or not shares of that series shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary and involuntary liquidation, dissolution and winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences or limitations of that series.

Dividends on outstanding shares of Preferred Stock shall be paid or set apart for payment before any dividends shall be paid or declared or set apart for payment on the common shares with respect to the same dividend period.

If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation the assets available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

### Common Stock

Except as otherwise expressly provided herein, each class of the shares of Common Stock that may be issued shall be equal in all respects to



each other. The holders of shares of each class that may be issued shall vote together as one class and each share of each class shall be entitled to one vote with respect to all matters as to which the outstanding shares of all classes of Common Stock are entitled to be voted.

Subject to the preferential and other dividend rights applicable to Preferred Stock, the holders of all classes of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, after distribution in full of the preferential and/or other amounts to be distributed to the holders of shares of Preferred Stock, the remaining assets of the Corporation shall then be distributed pro rata among the holders of all classes of the Common Stock of the Corporation then outstanding, in proportion to the number of shares of Common Stock held by them.

**THIRD:** That there is no change to Articles V through IX.

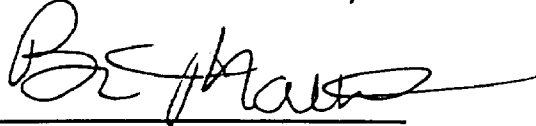
**FOURTH:** That pursuant to the Oklahoma General Corporation Act which provides that any action required or permitted to be taken at a meeting of the Board of Directors (the "Board") may be taken without a meeting if all of the members of the Board consent thereto in writing and the writing is filed with the minutes of the proceedings of the Board, the Board of Directors of the undersigned, being all the directors of the Corporation, did, effective as of September 30, 1999, adopt a resolution setting forth the foregoing amendment to the Certificate of Incorporation of the Corporation, declaring said amendment advisable and recommending to the stockholders of the Corporation consideration thereof.

That, thereafter, pursuant to resolution of its Board of Directors in accordance with the provisions of §1073 of the Oklahoma General Corporation Act, whereby, any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, the

necessary number of shares as required by statute were voted in favor of the amendment.

IN WITNESS WHEREOF, for the purposes of amending the Corporation's Certificate of Incorporation, I hereby cause this Certificate to be signed by me as of the 30<sup>th</sup> day of September, 1999.

EDUCATION-WORLD.COM, INC.

By: 

Brian P. Mauck, President

OFFICE OF THE SECRETARY OF STATE



AMENDED  
CERTIFICATE OF INCORPORATION

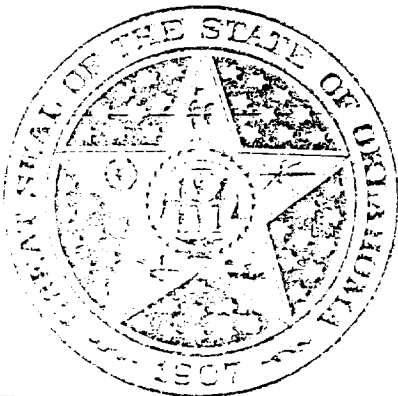
*WHEREAS, the Amended Certificate of Incorporation of*

**EDUCATION-WORLD.COM, INC.**

*has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.*

*NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.*

*IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*



Filed in the City of Oklahoma City this 28TH  
day of SEPTEMBER, 1999.

*Mike Hunter*  
Secretary of State

By: *Shannon E. Jones*

CONCOURSE C, INC.

**F I L E D**

SEP 28 1999

AMENDED CERTIFICATE OF INCORPORATION

OKLAHOMA SECRETARY  
OF STATE

TO: THE SECRETARY OF STATE OF OKLAHOMA

The undersigned Oklahoma corporation, for the purpose of amending its Certificate of Incorporation, hereby certifies that the Corporation duly adopted the following amendment to its Certificate of Incorporation in accordance with Section 1077 of the Oklahoma General Corporation Act (the "Act") pursuant to written consents executed by the sole shareholder and directors of the Corporation as required by the Act.:

**ARTICLE I  
NAME**

1.    As Filed  
      The name of this Corporation is Concourse C, Inc.  
  
      As Amended  
      The name of this Corporation is Education-World.Com, Inc.
2.    There are no changes to ARTICLES II through IX.

EXECUTED this 27<sup>th</sup> day of September, 1999.

CONCOURSE C, INC.

By: 

Brian P. Mauck, President

OFFICE OF THE SECRETARY OF STATE



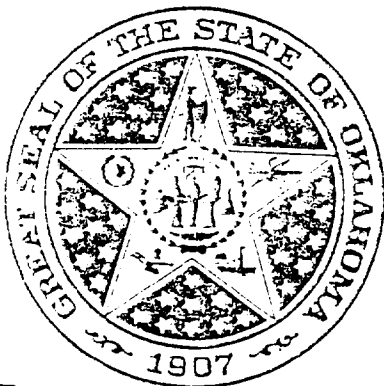
RESTATED  
CERTIFICATE OF INCORPORATION

WHEREAS, the Restated Certificate of Incorporation of  
EDUCATION WORLD, INC.

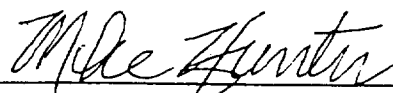
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

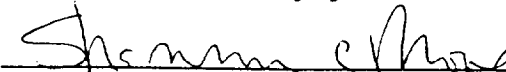
NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 26TH  
day of SEPTEMBER, 2000.

  
Secretary of State

By: 

TRADEMARK

REEL: 002313 FRAME: 0508

**FILED**

SEP 26 2000

OKLAHOMA SECRETARY  
OF STATE

**RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**EDUCATION – WORLD.COM, INC.**

The undersigned, Brian Mauck as President, and Patricia H. Rigler, as Assistant Secretary, of Education–World.Com, Inc., a corporation organized and existing under the laws of the State of Oklahoma (the "Corporation"), on behalf of the Corporation, hereby certify as follows:

1. The current name of the corporation is:

**Education – World.Com, Inc.**

2. The Corporation was originally incorporated under the name American Fidelity Internet Services, Inc., and the original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Oklahoma on October 15, 1996.

3. This Restated Certificate of Incorporation (the "Certificate of Incorporation") was duly adopted and approved by the Board of Directors of the Corporation and the Shareholders of the Corporation in accordance with the provisions of Section 1077 of the Oklahoma General Corporation Act.

4. The text of the Certificate of Incorporation of the Corporation is restated to read in its entirety, as follows:

**ARTICLE I**

**Name**

The name of the Corporation is:

**Education World, Inc.**

**ARTICLE II**

**Registered Office and Agent**

The address, including the street, number, city and county, of the corporation's registered office in this state is 2000 Classen Boulevard, Oklahoma City, Oklahoma County, Oklahoma 73106 and the name of the corporation's registered agent at such address is Stephen P. Garrett.

**TRADEMARK**  
**REEL: 002313 FRAME: 0509**

## ARTICLE III

### Purpose

The nature of the business and the purpose of the corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Oklahoma General Corporation Act.

## ARTICLE IV

### Capital Stock

A. **Authorized Capital Stock.** The Corporation shall be authorized to issue a total of Fourteen Million (14,000,000) shares of capital stock divided into classes is as follows:

(1) Ten Million (10,000,000) shares of Common Stock, par value \$0.01 per share ("Common Stock").

(2) Four Million (4,000,000) shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock").

B. **Preferred Stock in General.** Shares of Preferred Stock may be issued from time to time in one or more series, each of such series to have such designations, preferences, limitations, and relative rights, including voting rights, as stated or expressed herein and in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors of the Corporation, as herein provided. The designations, preferences, limitations, and relative rights, including voting rights, of each such series may differ from those of any and all other series of Preferred Stock at any time outstanding, and the Board is hereby expressly granted authority to fix or determine, by resolution or resolutions, the designations, preferences, limitations, and relative rights, including voting rights, of the shares of any series so established, including, but without limiting the generality of the foregoing, the following:

(1) The distinctive designation of, and the number of shares of Preferred Stock that shall constitute, such series, which number (except where otherwise provided by the Board in the resolution establishing such series) may be increased or decreased (but not below the number of shares of such series then outstanding) from time to time by action of the Board;

(2) The rights in respect of dividends, if any, of such series of Preferred Stock, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or any other series of the same or other class or classes of capital stock of the Corporation, and whether or in what circumstances such dividends shall be cumulative;

(3) The right, if any, of the holders of such series of Preferred Stock to convert the same into, or exchange the same for, shares of any other class or classes or of any other series of the same or any other class or classes of capital stock or other securities of the Corporation or any other person, and the terms and conditions of such conversion or exchange;

(4) Whether or not shares of such series of Preferred Stock shall be subject to redemption, and, if so, the terms and conditions of such redemption (including whether such redemption shall be optional or mandatory), including the date or dates or event or events upon or after which they shall be redeemable, and the amount and type of consideration payable upon redemption, which may vary under different conditions and at different redemption dates;

(5) The rights, if any, of the holders of such series of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or in the event of any merger or consolidation of or sale of assets by the Corporation;

(6) The terms of any sinking fund or redemption or purchase account, if any, to be provided for shares of such series of the Preferred Stock;

(7) The voting powers, if any, of the holders of any series of Preferred Stock generally or with respect to any particular matter, which may be less than, equal to or greater than one vote per share, and which may, without limiting the generality of the foregoing, include the right, voting as a series by itself or together with the holders of any other series of Preferred Stock or all series of Preferred Stock as a class, to elect one or more directors of the Corporation generally or under such specific circumstances and on such conditions, as shall be provided in the resolution or resolutions of the Board adopted pursuant hereto, including, without limitation, in the event there shall have been a default in the payment of dividends on or redemption of any one or more series of Preferred Stock; and

(8) Any other powers, preferences and relative, participating, optional or other rights, and qualifications, limitations or restrictions of shares of such series of Preferred Stock.

## ARTICLE V

### Management and Conduct of the Corporation

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, its directors and its shareholders or any class thereof, as the case may be, it is further provided that:

(a) Elections of directors need not be by written ballot.



- (b) The power to adopt, amend or repeal the bylaws is conferred on the board of directors, except as may be limited by such bylaws.

## ARTICLE VI

### Limitation of Director Liability

To the fullest extent permitted by the Oklahoma General Corporation Act as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

## ARTICLE VII

### Amendment

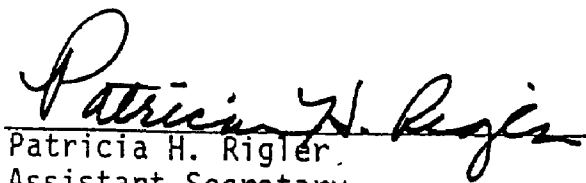
Except as provided herein, the Corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in the manner now or later prescribed by statute. All rights, powers, privileges, and discretionary authority granted or conferred upon shareholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation was duly adopted by the Board and the Shareholders of the Corporation in accordance with the Certificate of Incorporation and the Act and executed this 25th day of September, 2000.



\_\_\_\_\_  
Brian Mauck, President

ATTEST:



\_\_\_\_\_  
Patricia H. Rigler,  
Assistant Secretary