

06-29-2001
U.S. Patent & TMO/TM Mail Rpt Dt #11

RECORDATION
07-11-2001

Our Ref.: 46819-0004 thru -00010



101772721

To the Commissioner of Patents and Trademarks:
Please record the attached original documents or copy

ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies): 6-29-01
Digital Learning Interactive LLC
A Delaware Limited Liability Company

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

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

Digital Learning Interactive, Inc.
A Delaware Corporation

Street Address: 10 Cabot Road, Suite 304

City: Medford State: Massachusetts Zip: 02155
Domestic Representative designation attached? Yes No

Additional name(s) & address(es) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Effective Date: February 9, 2001 Execution Date: February 9, 2001

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)

75/912,345; 76/074,102; 76/069,902;
76/069,909; 76/098,968

B. Trademark Registration No.(s)

2,110,885; 2,425,343

Additional numbers attached: Yes No

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

Name: Lisa D. Herbst, Esq.

Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

6. Total number of applications and trademarks involved: 7

7. Total fee (37 C.F.R §3.41): \$190.00
 Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520
Attach duplicate of page if paying by deposit account

07/10/2001 101A21 00000141 75912345
01 FC: 481
02 FC: 001
Street Address: 1800 M Street, N.W.
City: Washington State: DC Zip: 20036

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.

Lisa D. Herbst Lisa Herbst 6/29/01
Name of Person Signing Signature Date

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

State of Delaware

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Office of the Secretary of State

I, HARRIET SMITH WINDSOR, 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:

"DIGITAL LEARNING INTERACTIVE LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "DIGITAL LEARNING INTERACTIVE, INC." UNDER THE NAME OF "DIGITAL LEARNING INTERACTIVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF FEBRUARY, A.D. 2001, AT 5:45 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3352567 8100M

AUTHENTICATION: 0966141

010068065

DATE: 02-09-01

TRADEMARK
REEL: 002326 FRAME: 0351

CERTIFICATE OF MERGER
OF
DIGITAL LEARNING INTERACTIVE, LLC
WITH AND INTO
DIGITAL LEARNING INTERACTIVE, INC.

Pursuant to Section 264 of the General Corporation Law of the State of Delaware (the "GCL") and Section 18-209 of the Delaware Limited Liability Company Act (the "LLCA"), the undersigned corporation organized under the GCL hereby certifies that:

FIRST: The constituent entities are Digital Learning Interactive, Inc., a Delaware corporation (the "Corporation") and Digital Learning Interactive, LLC (the "LLC"), a Delaware limited liability company.

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") entered into as of February 9, 2001 by and among the Corporation and the LLC, has been approved, adopted, certified, executed and acknowledged by the Corporation in accordance with Section 264 of the GCL and by the LLC in accordance with the LLCA and its Operating Agreement.

THIRD: The name of the Surviving Corporation is Digital Learning Interactive, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation of the Corporation.

FIFTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation at: Digital Learning Interactive, Inc., 10 Cabot Road, Medford, MA 02155.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member of either constituent entity.

SEVENTH: The Merger shall become effective as of midnight, December 31, 2000 so long as the filing of this Instrument with the Secretary of State of the State of Delaware has previously taken place.

IN WITNESS WHEREOF, Digital Learning Interactive, Inc. has caused this Certificate of Merger to be executed in its corporate name as of this 9th day of February, 2001.

DIGITAL LEARNING INTERACTIVE, INC.

By: *Robert V. Fisher*
Name: Robert V. Fisher
Title: President

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