

REC

08-03-2001

COVER SHEET

OMB N. 0651-0011 (exp. 4/94)



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To The Commissioner of Patents

101798219

Send original documents or copy thereof.

1. Name of conveying party(ies):

7-26-01

EdVision.com Corporation

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

Name: EdVISION Corporation

Street Address: 1320 Columbia Street

City: San Diego State: CA Zip: 92101

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other -

Execution Date: 8 November 2000

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

A. Trademark Application No.(s)

76/034,908

76,035,683

76/035,689

B. Trademark Registration No.(s)

1,822,120

1,981,813

2,319,214

2,324,474

Additional numbers attached? Yes No

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

Name: Lawrence A. Maxham
Street Address: THE MAXHAM FIRM
Symphony Towers, 750 "B" Street, Suite 3100
City: San Diego State: CA Zip: 92101

6. Total number of applications and registrations involved: 7

7. Total fee (37 C.F.R. 3.41).....\$ 190

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number(for credit or extra charge):

02-0460
(Attached duplicate copy of this page if paying by deposit account)

08/03/2001 TDIAZ1 00000019 1822180

01 FC:481 40.00 DP
02 FC:482 150.00 DP

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.

Lawrence A. Maxham
Name of Person Signing

23 July 2001
Date

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

Mail documents to be recorded with required cover sheet information to:
COMMISSIONER OF PATENTS AND TRADEMARKS, BOX ASSIGNMENTS
WASHINGTON, D.C. 20231

TRADEMARK
REEL: 002339 FRAME: 0631

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR - 5 2001



Bill Jones

Secretary of State

A0555872

1568055
CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EDVISION.COM CORPORATION

FILED
In the office of the Secretary of State
of the State of California

NOV 27 2000

Bill Jants
BILL JANTS, Secretary of State

William Tudor and Lou Tudor hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of EdVISION.com Corporation, a California corporation (the "Corporation").
2. Article I of the Amended and Restated Articles of Incorporation of this Corporation is hereby amended to read as follows:

"I.

The name of the Corporation is EdVISION Corporation."

3. The foregoing Certificate of Amendment of the Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.
4. The foregoing Certificate of Amendment of the Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 3,303,588 shares of Common Stock, 751,667 shares of Series A Preferred Stock, 355,833 shares of Series B Preferred Stock and 1,917,054 shares of Series C Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required, such required vote being a majority of the shares of Common Stock and a majority of the outstanding shares of each series of the Preferred Stock, each series voting alone as a single class.

The undersigned, William Tudor and Lou Tudor, the President and Secretary, respectively, of EdVISION.com Corporation, declare under penalty of perjury under the laws of the State of California that the matters set out in the foregoing Certificate are true of their own knowledge.

Executed at San Diego, California as of November 8, 2000.



William Tudor

William Tudor, President

Lou Tudor

Lou Tudor, Secretary

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TRADEMARK

RECORDED: 07/26/2001

REEL: 002339 FRAME: 0633