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101815303

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

1. Name of Conveying party(ies):
National Computer Systems, Inc.
AUG 13 2001

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Minnesota)
 Other _____

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

2. Name and address of receiving party(ies)
Name: NCS Pearson, Inc.
Internal
Address: _____

Street Address: 11000 Prairie Lakes Drive
City: Eden Prairie State: MN Zip: 55344

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Minnesota
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 Designations must be a separate document from assignment
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 1, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,909,978 and 1,917,286

Additional number(s) attached Yes No

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

Name: Daniel J. DeVoe, Esq.

Internal Address: _____

Street Address: 11000 Prairie Lakes Drive

City: Eden Prairie State: MN Zip: 55344

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

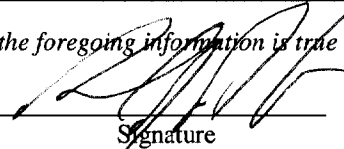
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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.

Daniel J. DeVoe  August 8, 2001
 Name of Person Signing Signature Date

Total number of pages including cover sheets, attachments, and document: 2

08/17/2001 LMUELLER 00000072 1909978

40.00 OP
25.00 OP

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

3000TM

1B-519



MINNESOTA SECRETARY OF STATE

AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

- 1. Type or print in black ink.
- 2. There is a \$35.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
- 3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)

NATIONAL COMPUTER SYSTEMS, INC.

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Effective: November 1, 2000

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 1.)

ARTICLE I.

Article I. of the Articles of Incorporation is amended in its entirety as follows:

The name of this corporation is NCS Pearson, Inc. (the "Company").

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

J.W. Fenton Jr. (Signature of Authorized Person)

Name and telephone number of contact person: J.W. Fenton, Jr. (952) 829-3040 Please print legibly

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

If you have any questions please contact the Secretary of State's office at (651)296-2803.

RETURN TO: Secretary of State 180 State Office Bldg., 100 Constitution Ave. St. Paul, MN 55155-1299, (651)296-2803

STATE OF MINNESOTA DEPARTMENT OF STATE FILED

OCT 24 2000

Mary Kiffmeyer Secretary of State

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TRADEMARK

RECORDED: 08/13/2001

REEL: 002350 FRAME: 0287