

09-07-2001

T



101838122

ed original documents or copy thereof.

To The Honorable Commissioner for Patent

1. Name of conveying party(ies):

Robert A. Steinmetz, Ph.D. & Associates, Inc.
Street Address: 11338 Moorpark Street
City: North Hollywood
State: CA Zip: 91602

- Individual(s)
- General Partnership
- Corporation - State of California
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: Effective as of May 4, 1998

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

Name: Learning Systems Sciences, Inc.
Street Address: 11338 Moorpark Street
City: North Hollywood
State: CA Zip: 91602

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Delaware
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,298,553

2,304,264

Additional numbers attached? Yes No

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

Name: Michael J. Clayborne, Esq.
Internal Address: Nutter, McClennen & Fish, LLP
Street Address: One International Place
City: Boston
State: MA Zip: 02110-2699

6. Total number of applications and registrations involved: 2

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

- Enclosed
- Authorized to be charged deposit account

8. Deposit account number:

14-1449

(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.

Michael J. Clayborne

Name of Attorney

8/30/2001
Signature Date

Total number of pages including cover sheet: 4

09/07/2001 JFALLAW2 00000033 2298553

Mail documents to be recorded with required cover sheet information to:

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Commissioner of Patent and Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"ROBERT A. STEINMETZ, PH.D AND ASSOCIATES, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "LSS ACQUISITION CORP." UNDER THE NAME OF "LEARNING SYSTEMS SCIENCES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 1998, AT 9:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2846195 8100M

AUTHENTICATION: 1234166

010330942

DATE: 07-10-01

TRADEMARK
REEL: 002362 FRAME: 0819

**CERTIFICATE OF MERGER
OF
ROBERT A. STEINMETZ, PH.D. AND ASSOCIATES, INC.
INTO
LSS ACQUISITION CORP.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

1. That the names of the constituent corporations of the merger (the "Merger") are Robert A. Steinmetz, Ph.D., and Associates, Inc., a corporation organized under the laws of the State of California and LSS Acquisition Corp., a corporation organized under the laws of the State of Delaware.

2. That an Agreement and Plan of Merger (the "Merger Agreement") among Provant, Inc., Robert A. Steinmetz, Ph.D. and Associates, Inc., John F. King, Robert A. Steinmetz, Ph.D., LSS Acquisition Corp., Paul M. Verrochi and Dominic J. Puopolo has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and Section 1103 of the California General Corporation Law.

3. That the surviving corporation in the Merger is LSS Acquisition Corp.

4. That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation except that Article FIRST of such Certificate of Incorporation is hereby amended by deleting said Article in its entirety and inserting in place thereof the following:

"The name of the corporation is Learning Systems Sciences, Inc."

5. That the executed Merger Agreement is on file at the office of the surviving corporation located at 67 Battery March Street, Suite 500, Boston, MA 02110.

6. That a copy of the Merger Agreement will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

7. The authorized capital stock of Robert A. Steinmetz, Ph.D., and Associates, Inc. is twenty-one million (21,000,000) shares of common stock; no par value.

8. The Merger shall be effective on May 4, 1998.

LSS ACQUISITION CORP.

Dated: As of May 1, 1998

By: 

Rajiv Bhat
President