

09-18-2001



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

1. Name of conveying party(ies): **9-4-01**

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

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

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

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

Name: Star Mountain, Inc.
 Street Address: 3601 Eisenhower Avenue, Ste. 450
 City: Alexandria
 State: VA Zip: 22304-6496

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Effective as of January 1, 2000

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)

75/749,475

B. Trademark Registration No.(s)

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: 1

7. Total fee (37 CFR 3.41)..... \$40.00

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

Signature

9/5/2001
Date

Total number of pages including cover sheet: 5

09/18/2001 LMUELLER 00000061 75749475 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent and Trademarks, Box Assignments
 Washington, D.C. 20231

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40.00 OP

State of Delaware
Office of the Secretary of State

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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:

"MOHR RETAIL LEARNING SYSTEMS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "STAR MOUNTAIN, INC." UNDER THE NAME OF "STAR MOUNTAIN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 11:30 O' CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2000.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2856051 8100M

AUTHENTICATION: 1234299

010331089

DATE: 07-10-01

TRADEMARK
REEL: 002368 FRAME: 0260

**CERTIFICATE OF MERGER
OF
MOHR RETAIL LEARNING SYSTEMS, INC.
WITH AND INTO
STAR MOUNTAIN, INC.**

Star Mountain, Inc., a corporation organized and existing under the General Corporation Law of Delaware (the "DGCL"), hereby certifies pursuant to Section 251 of the DGCL as follows:

1. The name and jurisdiction of formation or organization of each of the constituent entities are:

Star Mountain, Inc., a Delaware corporation
MOHR Retail Learning Systems, Inc., a Delaware corporation

2. An Agreement and Plan of Merger (the "Merger Agreement") between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 251 of the DGCL.

3. The surviving corporation in the merger is Star Mountain, Inc. (the "Surviving Company").

4. That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.


5. The effective date of the merger shall be 12:01 a.m. on January 1, 2000.

6. The executed Merger Agreement is on file at the principal place of business of the Surviving Company. The address of the principal place of business of the Surviving Company is 3601 Eisenhower Avenue, Suite 450, Alexandria, VA 22304-6496.

7. The Surviving Company will furnish a copy of the Merger Agreement on request and without cost to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 23rd day of December, 1999, and is being filed in accordance with Section 251 of the Delaware General Corporation Laws by an authorized person of the Surviving Company.

STAR MOUNTAIN, INC.

By: 
Rajiv Bhat, Vice President

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