

11-30-01



101904039

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

1. Name of conveying party(ies):

Educational Discoveries, Inc.
 Street Address: 5777 Central Avenue, Suite 100
 City: Boulder
 State: CO Zip: 80301

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

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

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

Name: Educational Discoveries, Inc.
 Street Address: 5777 Central Avenue, Suite 100
 City: Boulder
 State: CO Zip: 80301

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 February 11, 1999

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)

2,140,916

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:

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)

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01 FC:481

40.00 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.

Michael J. Clayborne
 Name of Attorney

Signature

11/28/2001
 Date

Total number of pages including cover sheet:

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

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:

"EDUCATIONAL DISCOVERIES, INC.", A COLORADO CORPORATION, WITH AND INTO "EDI ACQUISITION CORP." UNDER THE NAME OF "EDUCATIONAL DISCOVERIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF FEBRUARY, A.D. 1999, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1466259

DATE: 11-27-01

TRADEMARK
REEL: 002400 FRAME: 0519

**CERTIFICATE OF MERGER
OF
EDUCATIONAL DISCOVERIES, INC.
INTO
EDI ACQUISITION CORP.**

The undersigned, a corporation organized and existing under and by virtue of the General Corporation Law of Delaware (the "DGCL"), does hereby certify pursuant to Section 252 of the DGCL as follows:

1. That the names of the constituent corporations to the merger are EDI Acquisition Corp., a corporation organized under the laws of the State of Delaware, and Educational Discoveries, Inc., a corporation organized under the laws of the State of Colorado.

2. That an Agreement and Plan of Merger (the "Merger Agreement") by and among the parties to the merger and certain other individuals 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 7-111-107 of the Colorado Business Corporation Act.

3. That the surviving corporation in the merger is EDI Acquisition Corp.

4. That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, except that Article 1 of such Certificate of Incorporation is hereby amended by deleting said article in its entirety and inserting in place thereof the following:

"1. Name. The name of the corporation is Educational Discoveries, Inc."

5. That the executed Merger Agreement is on file at an office of the surviving corporation located at 67 Battery March Street, Suite 600, 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. That the authorized capital stock of Educational Discoveries, Inc. is:

Common	--	20,000,000	\$.01 par value
Preferred	--	5,000,000	\$.10 par value

EDI ACQUISITION CORP.

Dated: February 11, 1999

By:


Rajiv Bhat
President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 02/11/1999
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TRADEMARK

RECORDED: 11/30/2001

REEL: 002400 FRAME: 0520