

12-03-2001

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)



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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

101905198

12-301

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

12-3-01

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 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 June 30, 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)  
400

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)

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

Michael J. Clayborne  
 Signature

11/29/2001  
 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

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*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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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:

"EDUCATIONAL DISCOVERIES, 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 THIRTIETH DAY OF JUNE, A.D. 2000, AT 2:33 O'CLOCK P.M.



*Harriet Smith Windsor*  
\_\_\_\_\_  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 1466260

DATE: 11-27-01

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**CERTIFICATE OF MERGER  
OF  
EDUCATIONAL DISCOVERIES, 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. That the names of the constituent corporations to the merger are Star Mountain, Inc., 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 Delaware.
2. That an Agreement and Plan of Merger (the "Merger Agreement") between the constituent corporations to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.
3. That the surviving corporation in the merger is Star Mountain, Inc. (the "Surviving Company").
4. That the Certificate of Incorporation of the Surviving Company shall be its Certificate of Incorporation.
5. That the effective date of the merger shall be 11:59 p.m. on June 30, 2000.
6. That the executed Merger Agreement is on file at an office of the Surviving Company located at 67 Batterymarch Street, Suite 400, Boston MA 02110.
7. That 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 30<sup>th</sup> day of June, 2000, and is being filed in accordance with Section 251 of the Delaware General Corporation Laws by an authorized officer of the Surviving Company.

STAR MOUNTAIN, INC.

By:   
Rajiv Bhatt, Vice President