



Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

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

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

1. Name of conveying party(ies):

ScienceWise, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: October 2, 2001

2. Name and address of receiving party(ies)

Name: ScienceWise, Inc.

Internal Address: Suite 200

Street Address: 555 Quince Orchard

City: Gaithersburg State: MD Zip: 20878

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

2,472,825

Additional number(s) attached  Yes  No

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

Name: Jennifer Silver, Esq.

Internal Address: Room 1888

Proskauer Rose LLP

Street Address:

1585 Broadway

City: New York

State: NY

Zip: 10036-8299

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-2500

(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.*

Jennifer Silver

Name of Person Signing

Signature

November 26, 2001

Date

Total number of pages including cover sheet, attachments, and document: 7

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

11/30/2001 6TON11 00000002 162500 2472825

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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:

"SCIENCEWISE, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SCIENCEWISE ACQUISITION CORPORATION" UNDER THE NAME OF "SCIENCEWISE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

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AUTHENTICATION: 1375855

TRADEMARK  
DATE: 10-04-01  
REEL: 002401 FRAME: 0105

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
OF  
SCIENCEWISE, INC.,  
A DELAWARE CORPORATION  
INTO  
SCIENCEWISE ACQUISITION CORPORATION,  
A FLORIDA CORPORATION,  
A WHOLLY-OWNED SUBSIDIARY OF  
THESCIENTIFICWORLD, INC.,  
A FLORIDA CORPORATION

Pursuant to (i) Section 252 of the Delaware General Corporation Law (the "DGCL") and (ii) the Agreement and Plan of Merger, dated as of September 24, 2001, among the parties hereto and others (the "Merger Agreement"), the undersigned entities adopt the following Certificate of Merger:

FIRST: The name and state of incorporation of each constituent corporation is as follows:

ScienceWise, Inc., a Delaware corporation ("ScienceWise");

ScienceWise Acquisition Corporation, a Florida corporation

SECOND: The Merger Agreement was approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

THIRD: The name of the surviving corporation is ScienceWise Acquisition Corporation (the "Surviving Company").

FOURTH: The Articles of Incorporation of the Surviving Company in effect immediately prior to the merger shall be the articles of incorporation of the company resulting

from the merger (except that the name of the Surviving Company will, upon the filing of Articles of Merger with the Florida Secretary of State, be changed to "ScienceWise, Inc.").

FIFTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Company, which is located at 1903 South Congress Avenue, Suite 200, Boynton Beach, FL 33426.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any shareholder of any constituent corporation.

SEVENTH: The Surviving Company may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of ScienceWise, as well as for enforcement of any obligation of the Surviving Company arising from the merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the DGCL, and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. Such process may be mailed by the Delaware Secretary of State to the Surviving Company at 1903 South Congress Avenue, Suite 200, Boynton Beach, FL 33426.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

Signed this 2nd day of October, 2001

THESCIENTIFICWORLD, INC., a Florida  
corporation

By Eric Tomlinson  
Name: ERIC TOMLINSON  
Title: CEO

SCIENCEWISE ACQUISITION CORPORATION,  
a Florida corporation

By Eric Tomlinson  
Name: ERIC TOMLINSON  
Title: CEO

SCIENCEWISE, INC., a Delaware corporation

By \_\_\_\_\_  
Name:  
Title:

Signed this 27<sup>th</sup> day of October, 2001

THESCIENTIFICWORLD, INC., a Florida  
corporation

By \_\_\_\_\_  
Name:  
Title:

SCIENCEWISE ACQUISITION CORPORATION,  
a Florida corporation

By \_\_\_\_\_  
Name:  
Title:

SCIENCEWISE, INC., a Delaware corporation

By John R. Roman  
Name: JOHN ROMAN  
Title: PRESIDENT & CEO



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 18, 2001

SCIENCEWISE ACQUISITION CORPORATION  
1903 S CONGRESS AVE STE 200  
BOYNTON BEACH, FL 33426

The Articles of Incorporation for SCIENCEWISE ACQUISITION CORPORATION were filed on September 18, 2001, and assigned document number P01000091358. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H01000100638.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Freida Chesser  
Corporate Specialist  
New Filings Section  
Division of Corporations

Letter Number: 801A00052208

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RECORDED: 11/26/2001

TRADEMARK  
REEL: 002401 FRAME: 0110