

02-05-2002

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



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

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

1. Name of conveying party(ies): Edmin EW Acquisition Corp.

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other: 1-25-02

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

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

Name: Education World, Inc.

Internal

Address: _____

Street Address: 3033 India Street

City: San Diego State: CA Zip: 92103

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - 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

3. Nature of conveyance:

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

Execution Date: August 9, 2001

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

A. Trademark Application No.(s)

None

B. Trademark Registration No.(s)

2484448
2393448
2119621
2119615

Additional number(s) attached Yes No

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

Name: Julie L. Dalke, Esq.

Internal Address: Latham & Watkins

Street Address: 650 Town Center Drive, Suite 2000

City: Costa Mesa State: CA Zip: 92626

6. Total number of applications and registrations involved: : 4

7. Total fee (37 CFR 3.41)..... \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number

(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.

Julie L. Dalke

Name of Person Signing

Julie L. Dalke

Signature

1-25-02

Date

Total number of pages including cover sheet, attachments, and document: 4

02/04/2002 GTON11 00000125 2484448

01 FC:481 40.00 OP
02 FC:482 OC_DOCS\478787.2[W2000] 75.00 OP

TRADEMARK
REEL: 002437 FRAME: 0205

Delaware

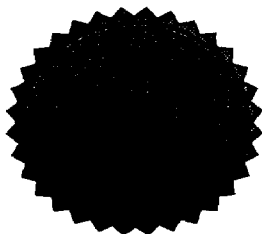
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The First State

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:

"EDUCATION WORLD, INC.", A OKLAHOMA CORPORATION,

WITH AND INTO "EDMIN EW ACQUISITION CORP." UNDER THE NAME OF "EDUCATION WORLD, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1555033

3413956 8100M

020005252

DATE: 01-11-02

TRADEMARK

REEL: 002437 FRAME: 0206

**CERTIFICATE OF MERGER
OF
EDUCATION WORLD, INC.
(an Oklahoma corporation)
INTO
EDMIN EW ACQUISITION CORP.
(a Delaware corporation)**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations that are a party to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Edmin EW Acquisition Corp.	Delaware
Education World, Inc.	Oklahoma

SECOND: That an Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and subsection (c) of Section 82 of the Oklahoma General Corporation Act, to wit, by Edmin EW Acquisition Corp. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by Education World, Inc. in the same manner as is provided in Section 81 of the Oklahoma General Corporation Act.

THIRD: That the name of the surviving corporation is Edmin EW Acquisition Corp.

FOURTH: That the Certificate of Incorporation of Edmin EW Acquisition Corp., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation; provided that from and after the effective time of the merger Article First of the surviving corporation's Certificate of Incorporation is amended to read as follows:

"FIRST: The name of the corporation (hereinafter the "Corporation") is

Education World, Inc."

FIFTH: That the executed Agreement and Plan of Merger is on file at 3033 India Street, San Diego, CA 92103, the principal place of business of the surviving corporation.

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

SEVENTH: That the authorized capital stock of Education World, Inc. is as follows: 14,000,000 shares of capital stock authorized, 10,000,000 of which were authorized as common stock, par value of \$0.01 per share, and 4,000,000 of which were authorized as preferred stock, par value of \$0.01 per share.

EIGHTH: Edmin EW Acquisition Corp. does hereby agree that it may be served with process in the State of Oklahoma in any proceeding for enforcement of any obligation of Education World, Inc., as well as for enforcement of any obligation of Edmin EW Acquisition Corp. arising from the merger, and hereby irrevocably appoints the Secretary of State of the State of Oklahoma as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of the State of Oklahoma is 3033 India Street, San Diego, California 92103, the principal place of business of the surviving corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger this 9th day of August, 2001.

EDMIN EW ACQUISITION CORP.

By: 

Name: Peter H. R. Sibley

Title: President and Chief Executive Officer

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SD_DOCS280502.3 (W97)

RECORDED: 01/25/2002

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