

RF

04-08-2002



102046162

4-8-02

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

1. Name of conveying party(ies):

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

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 December 28, 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)
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)

04/09/2002 6TON11 00000051 75749475
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

Michael J. Clayborne 4/4/2002
 Signature Date

Total number of pages including cover sheet: 4

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 AMENDMENT OF "LEARNING SYSTEMS SCIENCES, INC.", CHANGING ITS NAME FROM "LEARNING SYSTEMS SCIENCES, INC." TO "MOHR LEARNING, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999, AT 11:30 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2846195 8100

AUTHENTICATION: 1234187

010330961

DATE: 07-10-01

TRADEMARK
REEL: 002476 FRAME: 0008

LEARNING SYSTEMS SCIENCES, INC.**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Learning Systems Sciences, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

1. That the Board of Directors of the Company, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Company's Certificate of Incorporation:

VOTED: The Certificate of Incorporation of the Company shall be amended such that the Article First thereof, as amended, shall be and read as follows:

"Article First. The name of the corporation is 'MOHR Learning, Inc.'"

2. That in lieu of a meeting and a vote of stockholders, the sole stockholder of the Company has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

4. That this Certificate of Amendment of the Certificate of Incorporation of the Company shall be effective immediately upon filing.

LEARNING SYSTEMS SCIENCES, INC.

By: _____

Rajiv Bhatt
Rajiv Bhatt
Vice President

810240.1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 12/28/1999
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