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04-17-2002

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(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings



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

102057372

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

1. Name of conveying party(ies):
KESI Acquisition, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other _____ Delaware
- 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: 11/21/2001

2. Name and address of receiving party(ies)

Name: Kurzweil Educational Systems, Inc.

Internal

Address: _____

Street Address: 14 Crosby Drive

City: Bedford State: MA Zip: 01730

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

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

A. Trademark Application No.(s) 75/172,274
76/154,513

B. Trademark Registration No.(s) 2,259,339

Additional number(s) attached Yes No

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

Name: Kurzweil Educational Systems

Internal Address: c/o Mark Dionne

Street Address: 14 Crosby Drive

City: Bedford State: MA Zip: 01730

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Mark S. Dionne
Name of Person Signing

Mark S. Dionne
Signature

March 8, 2002
Date

Total number of pages including cover sheet, attachments, and document: 3

04/16/2002 LMUELLER 00000135 75172274

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

01 FC:481
02 FC:482

40.00 OP
50.00 OP

TRADEMARK
REEL: 002484 FRAME: 0592

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 "KESI ACQUISITION, INC.", CHANGING ITS NAME FROM "KESI ACQUISITION, INC." TO "KURZWEIL EDUCATIONAL SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2001, AT 6 O'CLOCK P.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

3370285 8100

AUTHENTICATION: 1461261

010594149

DATE: 11-26-01

TRADEMARK

REEL: 002484 FRAME: 0593

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
KESI ACQUISITION, INC.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware

KESI Acquisition, Inc. (hereinafter called the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of the Corporation, acting by written consent in accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware and the By-laws of the Corporation, adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting said amendment to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That Article FIRST of the Certificate of Incorporation (the "Certificate of Incorporation") be amended so that, as amended, said Article shall read as follows:

"The name of the Corporation is: Kurzweil Educational Systems, Inc."

SECOND: That, in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware and the By-laws of the Corporation, the stockholders of the Corporation duly approved said proposed amendment by written consent and written notice of such consent has been given to all stockholders who have not consented in writing to said amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President, Michael Sokol, as of this 21st day of November 2001.

KESI ACQUISITION, INC.

By: 

Name: Michael Sokol

Title: President

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