

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
M&G 1676.0001

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Bill Communications, Inc.

Individuals Association
 General Partnership Limited Partnership
 Corporation-State of New York
 Other: _____

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

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

BPI Communications Inc.
770 Broadway
New York, New York 10003

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: December 31, 2000

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

A. Trademark Application No.(s)/ Mark(s)
76/143733 ONLINELEARNING MAGAZINE

B. Trademark Reg. No.(s)/Mark(s)
1,507,093 TRAINING DIRECTORS' FORUM
1,600,765 TRAINING

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Sandra Epp Ryan
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 7


7. Total fee (37 CFR 3.41): \$190.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Sandra Epp Ryan  July 8, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Registration No.Mark

1,883,568

GOLD STAR GALLERY

1,921,265

PRESENTATIONS

2,274,631

POTENTIALS

2,276,196

POTENTIALS IDEAS AND PRODUCTS THAT MOTIVATE

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"BILL COMMUNICATIONS, INC.", A NEW YORK CORPORATION, WITH AND INTO "BPI COMMUNICATIONS INC." UNDER THE NAME OF "BPI COMMUNICATIONS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000, AT 10:30 O'CLOCK A.M.

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



2367673 8100M

001645305

Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0877373

DATE: 12-26-00

TRADEMARK
REEL: 002501 FRAME: 0511

**CERTIFICATE OF MERGER
OF
BILL COMMUNICATIONS, INC.
INTO
BPI COMMUNICATIONS INC.**

The undersigned corporation does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
BPI Communications Inc.	Delaware
Bill Communications, Inc.	New York

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is BPI Communications Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of BPI Communications Inc., a Delaware corporation which is surviving the merger shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is: BPI Communications Inc., 770 Broadway, New York, NY 10003, attn: Legal Dept.

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

SEVENTH: The authorized capital stock of each foreign corporation, which is a party to the merger, is as follows:

Corporation	Class	Number of Shares	Par value per share
Bill Communications, Inc.	Common	20,000 .	\$.01 per share

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/22/2000
001645305 - 2367673

EIGHTH: That this Certificate of Merger shall be effective on December 31, 2000 at 10:30 AM.

Dated: December 21, 2000

BPL COMMUNICATIONS INC.

By: *Frederick A. Steinmann*, *vs*
Frederick A. Steinmann
Vice President