

REC

05-16-2002



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To the Honorable Commissioner of

102092394

ched original documents or copy thereof.

1. Name of conveying party(ies):

STUDENT SUCCESS, INC.

5-8-02

- Individual(s)  Association
- General Partnership  Limited Partnership
- Corporation-Wisconsin
- Other

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

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other

Execution Date: October 10, 1999

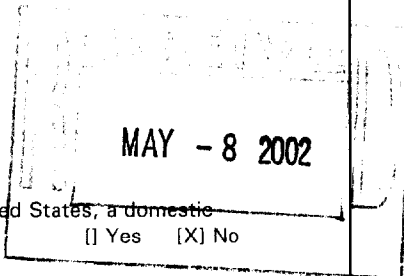
2. Name and address of receiving party(ies):

Name: COLLEGELINK CORPORATION  
Address: 55 Hammarlund Way  
City: Middletown State: Rhode Island Zip: 02842

- 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



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

A. Trademark Applications

Mark	Serial No.

B. Trademark Registrations

Mark	Reg. No.
MAKING COLLEGE COUNT	2,280,046
MAKING HIGH SCHOOL COUNT	2,462,522

Additional numbers attached?  Yes  No

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

Name: Darby & Darby P.C.  
Street Address: Post Office Box 5257  
City: New York State: New York Zip: 10150-5257

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):.....\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

EXPRESS MAIL CERTIFICATE

Date 5-8-02 Label No. EV028647877-05

I hereby certify that, on the date indicated above, this paper or fee was deposited with the U.S. Postal Service & that it was addressed for delivery to the Assistant Commissioner for Patents, Washington, DC 20231 by "Express Mail Post Office to Addressee" service.

DO NOT USE THIS SPACE

J. DAVIS J. Davis  
Name (Print) Signature

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.

Randi S. Miller  
Name of Person Signing

Randi S. Miller  
Signature

May 8, 2002  
Date

05/15/2002 DBYRNE 00000239 2280046

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

01 FC:481  
02 FC:482

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

Office of the Secretary of State

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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:

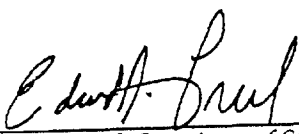
"STUDENT SUCCESS, INC.", A WISCONSIN CORPORATION,  
WITH AND INTO "COLLEGELINK CORPORATION" UNDER THE NAME OF "COLLEGELINK CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2000, AT 3:30 O'CLOCK P.M.

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



3056485 8100M

001081685

  
Edward J. Freel, Secretary of State

0264798

AUTHENTICATION:

02-17-00

DATE:

TRADEMARK

REEL: 002506 FRAME: 0366

CERTIFICATE OF MERGER

Merging

STUDENT SUCCESS, INC.,  
a Wisconsin corporation

with and into

COLLEGELINK CORPORATION  
a Delaware corporation

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Pursuant to Section 252 of the General Corporation Law of the State of Delaware

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CollegeLink Corporation, a corporation duly organized and existing under the laws of the State of Delaware ("Merger Sub"), does hereby certify as follows:

FIRST: An Agreement and Plan of Merger dated as of October 20, 1999, among CollegeLink.com Incorporated, a Delaware corporation ("Parent"), Merger Sub, Student Success, Inc., a Wisconsin corporation ("SSI"), Bradford J. Baker, Patrick S. O'Brien and the Patrick S. O'Brien Stock Trust, as amended by a First Amendment to Agreement and Plan of Merger dated as of the date hereof (as amended, the "Merger Agreement"), setting forth the terms and conditions of the merger of SSI with and into Merger Sub (the "Merger"), has been approved, adopted, certified, executed and acknowledged by Merger Sub and SSI (collectively, the "Constituent Corporations") in accordance with Section 252 of the Delaware General Corporation Law ("DGCL"). The Merger Agreement was adopted by the board of directors of the Merger Sub and without any vote of its stockholders in accordance with DGCL Section 251(f) and all of the conditions set forth in the first sentence of Section 251(f) have been satisfied.

SECOND: The name of the corporation surviving the Merger (the "Surviving Corporation") shall be CollegeLink Corporation.

THIRD: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

FOURTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

CollegeLink Corporation  
c/o CollegeLink.com Incorporated  
55 Hammarlund Way  
Middletown, RI 02842

FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.

SIXTH: The authorized capital stock of SSI is 9,000 shares of common stock, without par value per share.

SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, CollegeLink Corporation has caused this Certificate of Merger to be executed as of February 15, 2000.

COLLEGELINK CORPORATION

By: Veronica M. Szenc  
Name: VERONICA Szenc  
Title: Secretary