

06-07-2002

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

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

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Tab settings

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

1. Name of conveying party(ies):

Wave Technologies International Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State of Missouri, 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: 12/17/01

2. Name and address of receiving party(ies)

Name: National Education Training Group, Inc.

Address:

Street Address: 1751 West Diel Road

City: Naperville State: IL Zip: 60563

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State of Nevada, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,374,495

Additional number(s) attached Yes No

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

Name: Paula Upson

Internal Address:

The Thomson Corporation

Street Address: 1 Station Place

City: Stamford State: CT Zip: 06902

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 3.41): \$ 220

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

20-0866

(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.

Paula K. Upson Name of Person Signing

Signature

Date

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

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

06/07/2002 TDIAZ1 00000049 200866 2374495

01 FC:481 40.00 CH 02 FC:482 175.00 CH

Trademark	Appl. Number	Reg. Number
CHALLENGE! INTERACTIVE		2374495
CLUB WAVE		1990125
E-SURANCE	75605973	
ECAMP WAVE		2492069
NEXTSIM		2311623
SAIR	76191171	
WAVE & Design		1653265
WAVE & design		1653244

ARTICLES OF MERGER

OF

WAVE TECHNOLOGIES INTERNATIONAL INC.

AND

NATIONAL EDUCATION TRAINING GROUP, INC.

FILED # C184089

DEC 31 2001

IN THE OFFICE OF
SECRETARY OF STATE

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging WAVE TECHNOLOGIES INTERNATIONAL INC., a business corporation organized under the laws of the State of Missouri, with and into NATIONAL EDUCATION TRAINING GROUP, INC., a business corporation organized under the laws of the State of Nevada. The said Plan of Merger has been adopted by the Board of Directors of WAVE TECHNOLOGIES INTERNATIONAL INC. and by the Board of Directors of NATIONAL EDUCATION TRAINING GROUP, INC.

2. The merger of WAVE TECHNOLOGIES INTERNATIONAL INC. with and into NATIONAL EDUCATION TRAINING GROUP, INC. is permitted by the laws of the jurisdiction of organization of WAVE TECHNOLOGIES INTERNATIONAL INC. and has been authorized in compliance with said laws, which WAVE TECHNOLOGIES INTERNATIONAL INC. is governed.

3. The said Plan of Merger was submitted to the stockholders of WAVE TECHNOLOGIES INTERNATIONAL INC. pursuant to the provisions of the laws of its jurisdiction of its organization, and the manner of approval thereof by said stockholders was as follows:

- (1). The designation, the number of outstanding shares, and the number of votes entitled to be cast by each class entitled to vote on the said Plan of Merger are as follows:
 - (a) Designation of class: Common
 - (b) Number of outstanding shares of class: 100
 - (c) Number of votes of class entitled to be cast: 100

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(ii) The total number of undisputed votes cast for the merger herein provided for by each class entitled to vote on the said Plan of Merger is as follows:

- (a) Designation of class: Common
- (b) Number of undisputed votes of class cast for Plan of Merger: 100

(iii) The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the said class.

4. The said Plan of Merger was approved by the unanimous written consent of the stockholders of NATIONAL EDUCATION TRAINING GROUP, INC. by its Board of Directors pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.

5. No amendments to the Certificate of Incorporation of NATIONAL EDUCATION TRAINING GROUP, INC. are effected by the merger herein provided for.

6. The merger herein provided for shall become effective in the State of Nevada on December 31, 2001.

Signed on December 17, 2001

WAVE TECHNOLOGIES INTERNATIONAL INC.


Warren Poczik, Vice President

NATIONAL EDUCATION TRAINING GROUP, INC.


Warren Poczik, Vice President


Helen Stamatiadis, Assistant Secretary

PLAN OF MERGER adopted for **WAVE TECHNOLOGIES INTERNATIONAL INC.**, a business corporation organized under the laws of the State of Missouri, by resolution of its Board of Directors on December 17, 2001, and adopted for **NATIONAL EDUCATION TRAINING GROUP, INC.**, a business corporation organized under the laws of the State of Nevada, by resolution of its Board of Directors on December 17, 2001. The names of the corporations planning to merge are **WAVE TECHNOLOGIES INTERNATIONAL INC.**, a business corporation organized under the laws of the State of Missouri, and **NATIONAL EDUCATION TRAINING GROUP, INC.**, a business corporation organized under the laws of the State of Nevada. The name of the surviving corporation into which **WAVE TECHNOLOGIES INTERNATIONAL INC.** plans to merge is **NATIONAL EDUCATION TRAINING GROUP, INC.**

1. The address of **WAVE TECHNOLOGIES INTERNATIONAL INC.** is 10845 Olive Boulevard, St. Louis, Missouri, its place of organization is the State of Missouri, and its governing law is the General and Business Corporation Law of the State of Missouri. The address of **NATIONAL EDUCATION TRAINING GROUP, INC.** is 1751 West Diehl Road, Suite 200, Naperville, Illinois, its place of organization is the State of Nevada, and its governing law is the Nevada Revised Statutes.
2. **WAVE TECHNOLOGIES INTERNATIONAL INC.** and **NATIONAL EDUCATION TRAINING GROUP, INC.** shall, pursuant to the provisions of the laws of the State of Missouri and the provisions of the State of Nevada Revised Statutes, be merged with and into a single corporation, to wit, **NATIONAL EDUCATION TRAINING GROUP, INC.**, which shall be the surviving corporation when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Nevada Revised Statutes. The separate existence of **WAVE TECHNOLOGIES INTERNATIONAL INC.**, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease when the merger becomes effective in accordance with the laws of the jurisdiction of its organization.
3. The Certificate of Incorporation of the surviving corporation when the merger becomes effective shall be the Certificate of Incorporation of said surviving corporation.
4. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Nevada Revised Statutes.
5. The directors and officers in office of the surviving corporation when the merger becomes effective shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
6. Each issued share of the non-surviving corporation when the merger takes effect shall be converted into one share of the surviving corporation. The issued shares of the surviving

corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger takes effect shall continue to represent one issued share of the surviving corporation.

7. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the stockholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Nevada Revised Statutes.

8. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the stockholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Nevada Revised Statutes, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Missouri and of the State of Nevada, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.