



06-28-2002



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

Form PTO-1594  
(Rev. 03/01)  
B No. 0651-0027 (exp. 5/31/2002)  
Tab settings ⇨ ⇨ ⇨ ▼

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

<p>1. Name of conveying party(ies):</p> <p>LearnStar, L.P. <i>06/24/02</i></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input checked="" type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>LearnStar, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>13154 Coit Road, Suite 101</u></p> <p>City: <u>Dallas</u> State: <u>Texas</u> Zip: <u>75240</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>Texas</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  <small>(Designations must be a separate document from assignment)</small>  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other <u>Change in Entity</u></p> <p>Execution Date: <u>June 1, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p><u>76270690; 76270691; 76270692;</u>  <u>76270693; 76270694; 76270695</u></p>	<p>B. Trademark Registration No.(s)</p> <p><u>1916845</u></p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Heather B. Sachs</u></p> <p>Internal Address: <u>Mintz, Levin, Cohn, Ferris,</u>  <u>Glovsky and Popeo, P.C.</u></p> <p>Street Address: <u>One Fountain Square,</u>  <u>11911 Freedom Drive, Suite 400</u></p> <p>City: <u>Reston</u> State: <u>VA</u> Zip: <u>20190</u></p>	<p>6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">7</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>190.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>50-0311</u></p> <p><small>(Attach duplicate copy of this page if paying by deposit account)</small></p>
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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.*

Heather B. Sachs      *Heather B. Sachs*      June 24, 2002  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 13

06/27/2002 MUELLER 00000167 76270690  
01 FC:481      40.00 OP  
02 FC:482      150.00 OP

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

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REEL: 2534 FRAME: 0607



## Office of the Secretary of State

### CERTIFICATE OF CONVERSION OF

LearnStar, Inc.  
Filing Number: 800088558

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion

of  
LEARNSTAR, L.P.  
Filing Number: 11246510

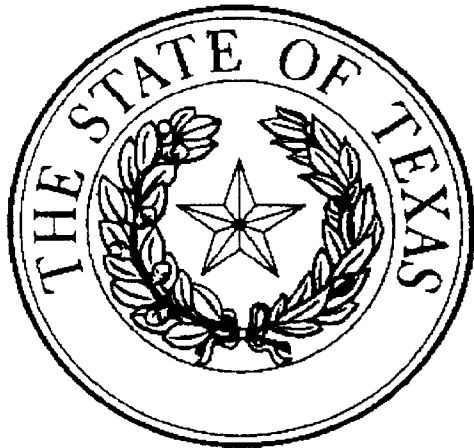
Converting it to

LearnStar, Inc.

have been received in this office and have been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 05/30/2002

Effective: 06/01/2002 @ 12:01 a.m.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

**COPY**In the Office of the  
Secretary of State of Texas

MAY 30 2002

**ARTICLES OF CONVERSION  
OF  
LEARNSTAR, L.P.****Corporations Section**

Pursuant to the provisions of Section 2.15 of the Texas Revised Limited Partnership Act, as amended (the "Act"), the undersigned, the general partner of LearnStar, L.P., a Texas limited partnership, hereby executes the following Articles of Conversion:

**FIRST:** The name of the converting entity is LearnStar, L.P. (the "Converting Entity"). The Converting Entity is a Texas limited partnership organized pursuant to the Act. The Converting Entity was formed effective *September 15, 1998*.

The name of the converted entity will be LearnStar, Inc. (the "Converted Entity"). The Converted Entity will be organized as a Texas corporation pursuant to the Texas Business Corporation Act, as amended.

**SECOND:** A Plan of Conversion (the "Plan of Conversion") was duly approved, adopted, certified, executed and acknowledged by the partners of the Converting Entity in the manner prescribed by the Act and the Limited Partnership Agreement of the Converting Entity on April 24, 2002.

**THIRD:** The address of the principal place of business of the Converting Entity is 13154 Coit Rd, Suite 101 75240. An executed Plan of Conversion is on file at such address. The address of the principal place of business of the Converted Entity will be 13154 Coit Rd, Suite 101 75240. An executed Plan of Conversion will be on file, from and after the conversion, at such address.

**FOURTH:** A copy of the Plan of Conversion will be furnished by the Converting Entity, prior to the conversion, or the Converted Entity, from and after the conversion, on written request and without cost, to any shareholder of the Converting Entity or any partner of the Converted Entity.

**FIFTH:** The Plan of Conversion was duly authorized by all action required by the laws of the State of Texas, including the Act, and by the Converting Entity's constituent documents. All shareholders entitled to vote on the Plan of Conversion approved the Plan of Conversion.

**SIXTH:** One hundred percent (100%) of the outstanding Partnership Interests of the Converting Entity voted in favor of the Plan of Conversion.

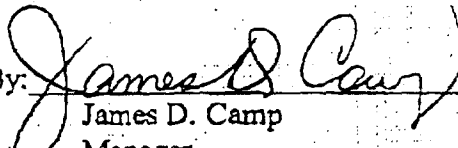
**SEVENTH:** The conversion shall be effective as of 12:01 A.M., Central Standard Time, June 1, 2002.

**IN WITNESS WHEREOF**, the undersigned general partner of the Converting Entity hereby certifies the above statements and hereby executes these Articles of Conversion this 28 day of May, 2002.

**LEARNSTAR, L.P.**, a Texas limited partnership

By: NewStar Educational Systems, L.P., General Partner

By: NewStar Learning Systems, L.L.C., General Partner

By:   
James D. Camp  
Manager

**COPY**

**PLAN OF CONVERSION AND  
CONSENT OF PARTNERS  
TO CONVERSION  
OF  
LEARNSTAR, L.P.**

Pursuant to the provisions of Article 5.18 of the Texas Revised Limited Partnership Act, as amended, LEARNSTAR, L.P., a Texas limited partnership, hereby adopts a plan of conversion.

**FIRST:** The Plan of Conversion sets forth the following:

**SECTION I  
NAMES**

**1.1 Names of the Converting Entity.** The name of the Converting Entity is LEARNSTAR, L.P., a Texas limited partnership (the "Converting Entity").

**1.2 Name of the Converted Entity.** The name of the Converted Entity is LEARNSTAR, Inc., a Texas corporation (the "Converted Entity").

**SECTION II  
CONTINUING EXISTENCE**

The Converting Entity is currently a Texas limited partnership and will continue its existence in the organizational form of the Converted Entity as a Texas corporation.

**SECTION III  
CONVERTED ENTITY**

The Converted Entity is to be a corporation organized under the laws of the State of Texas.

**SECTION IV  
PERMITTED BY APPLICABLE LAW**

The conversion is permitted by the laws applicable to the Converted Entity and the organization of the Converted Entity is effective in compliance with such laws.

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**SECTION V**  
**BASIS OF CONVERSION OF OWNERSHIP INTERESTS**

The interest held by each Class A Limited Partner and General Partner of the Converting Entity in the Converting Entity will be converted on a pro rata basis into shares of Series A Common Stock in the Converted Entity. The interest held by each Class B Limited Partner of the Converting Entity in the Converting Entity will be converted on a pro rata basis into shares of Series B Convertible Common Stock in the Converted Entity.

**SECTION VI**  
**ARTICLES OF INCORPORATION**

Attached hereto as Exhibit A are the Articles of Incorporation of the Converted Entity.

**SECTION VII**  
**LIABILITY**

No shareholder of the Converted Entity shall become personally liable for the liabilities of the Converted Entity.

**SECTION VIII**  
**EFFECTIVE DATE**

The plan of conversion described herein shall be effective 12:01 AM, Central Standard Time, June 1, 2002.

**SECOND:** The above Plan of Conversion is hereby duly and unanimously approved by the undersigned partners of the Converting Entity in accordance with Section 5.18 of the Texas Revised Limited Partnership Act, as amended, and the Limited Partnership Agreement of the Converting Entity.

**IN WITNESS WHEREOF**, the undersigned have executed this Plan of Conversion and Consent of Partners to Conversion in one or more counterparts, each of which shall constitute an original, effective as of the 28 day of May, 2002.

LEARNSTAR, L.P., a Texas limited partnership

By: NewStar Educational Systems, L.P., General Partner

By: NewStar Learning Systems, L.L.C., General Partner

By: James D. Camp  
James D. Camp  
Manager

**PARTNERS:**

NEWSTAR EDUCATIONAL SYSTEMS, L.P., a Texas limited partnership, in its capacity as General Partner and Limited Partner

By: NewStar Learning Systems, L.L.C., General Partner

By: James D. Camp  
James D. Camp  
Manager

NTN Communications, Inc., a \_\_\_\_\_ corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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# The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION  
OF

**LearnStar, Inc.**  
FILE NUMBER : 800088558

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Filed: 05/30/2002

Effective: 06/01/2002 @ 12:01 a.m.



*Gwyn Shea*  
Gwyn Shea  
Secretary of State

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*Secretary of State*

TRADEMARK  
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**ARTICLES OF INCORPORATION**  
**OF**  
**LEARNSTAR, INC.**

**FIRST:** I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is LearnStar, Inc.

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is 100,000,000 shares of common stock at the par value of \$.0001 each. Cumulative voting of the shares is expressly prohibited. No shareholder or other person shall have any preemptive right whatsoever.

The corporation may issue shares of common stock in series. The first series is designated Series A Common Stock. These shares are entitled to receive such dividends as may be declared from time to time by the Board of Directors. Each share of each series is identical to the other

shares of that series. The Board of Directors may, to the full legal extent, fix all provisions of the shares of each series not otherwise set forth in these articles. These designations, preferences, limitations and relative rights, including voting rights, must conform to the provisions of these articles applicable to all series of shares of common stock. The designations that the Board of Directors may make include, but are not limited to (i) the ranking of the series with respect to dividends, (ii) preferences among the series upon liquidation, (iii) relative voting rights of each series, and (iv) conversion rights of a series into shares of another series.

#### **ARTICLE V**

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.

#### **ARTICLE VI**

The street address of the corporation's initial registered office is 13154 Coit Rd, Suite 101, Dallas, Texas 75240. The name of its initial registered agent at such address is James D. Camp.

#### **ARTICLE VII**

The number of directors constituting the initial Board of Directors is five (5).

The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until his successors be elected and qualify are as follows:

James D. Camp  
13154 Coit Rd., Suite 101  
Dallas, Texas 75240

Patricia F. Camp  
13154 Coit Rd., Suite 101  
Dallas, Texas 75240

Sally Ann Zoll  
13154 Coit Rd., Suite 101  
Dallas, Texas 75240

David P. Camp  
13154 Coit Rd., Suite 101  
Dallas, Texas 75240

Karl D. Russ  
13154 Coit Rd., Suite 101  
Dallas, Texas 75240

#### **ARTICLE VIII**

The name and address of the incorporator are as follows:

H. Lewis McReynolds  
Naman Howell Smith & Lee, P.C.  
900 Washington, Suite 700  
P.O. Box 1470  
Waco, Texas 76703

#### **ARTICLE IX**

No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except for liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its shareholders, (ii) an act or omission not in good faith that constitutes a breach of duty of the directors to the corporation or an act or omission that involves intentional misconduct or a

knowing violation of the law, (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, or (iv) an act or omission for which the liability of a director is expressly provided for by an applicable statute. If the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

#### **ARTICLE X**

The corporation shall indemnify its directors to the fullest extent provided by the Texas Business Corporation Act, as amended from time to time.

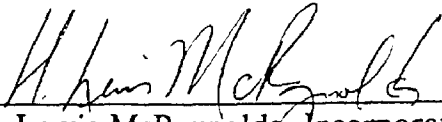
#### **ARTICLE XI**

Any action required by the Texas Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

**SECOND:** Pursuant to the provisions of Section 5.18 of the Texas Business Corporation Act, the undersigned hereby makes the following statements:

1. The corporation is converting from a limited partnership to a corporation, pursuant to a plan of conversion of even date herewith.
2. The name of the limited partnership before the conversion to a corporation was LearnStar, L.P. The mailing address and street address of the limited partnership before the conversion to a corporation was 13154 Coit Rd, Suite 101, Dallas, Texas 75240.
3. The state in which the limited partnership was organized before conversion was the State of Texas, and was effective *September 15, 1998*.
4. The change in name required in connection with the conversion of the limited partnership to a corporation in Texas is from LearnStar, L.P. to LearnStar, Inc.
5. The effective date of the conversion will be 12:01 AM, Central Standard Time, June 1, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand this 28<sup>th</sup> day of May, 2002.

  
\_\_\_\_\_  
H. Lewis McReynolds, Incorporator