

07-25-2002



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& Trademarks -BOX ASSIGNMENTS Washington, D.C. 20231

CORDINATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE

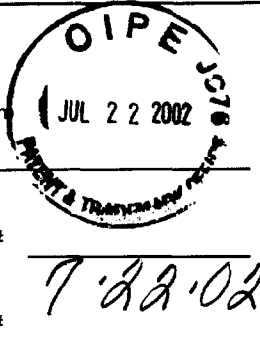
TRADEMARKS ONLY

Patent and Trademark Office

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

1. Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____



2. Name of Conveying Party(ies):

SkillsTutor.com, Inc.
255 Washington Street
Newton, MA 02458

3. Name and Address of Receiving Party(ies):

Name: Achievement Technologies, Inc.
Street Address: 255 Washington Street, Suite 230
City: Newton
State: Massachusetts Zip: 02458

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

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

Additional Name(s) of conveying attached? Yes No

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. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

Effective Date: January 23, 2001

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

A. Trademark Applicant No.(s)

B. Trademark Registration No.(s)

1,702,915

Additional Sheet attached? Yes No

6 Name and address of party to whom correspondence concerning this matter should be mailed:

CUSTOMER NUMBER 00136
JACOBSON HOLMAN
400 7th Street, N.W.
Washington, DC 20004
Tel. 202-638-6666

Attorney Docket No. T-16528

7. Number of applications and registrations involved: 1

8. Total fee (37 CFR 3.41)..... \$ 40

- Enclosed
- Any deficiencies in enclosed fees are authorized to be charged to account 06-1358

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DO NOT USE THIS SPACE

10. 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.

Simor L. Moskowitz

July 18, 2002

Name of Person Signing

Signature

Date

Total number of pages excluding cover sheet: 2

State of Delaware
Office of the Secretary of State

PAGE 1

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 "SKILLSTUTOR.COM, INC.", CHANGING ITS NAME FROM "SKILLSTUTOR.COM, INC." TO "ACHIEVEMENT TECHNOLOGIES, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2001, AT 4 O'CLOCK P.M.

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



3070818 8100

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0931898

DATE: 01-24-01

TRADEMARK
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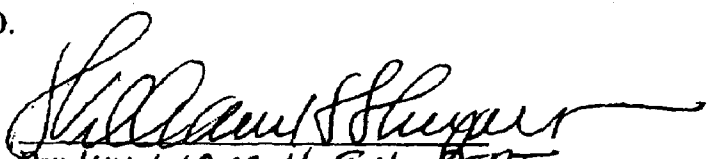
**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
SKILLSTUTOR.COM, INC.**

SkillsTutor.com, Inc., a corporation duly organized and existing under the General Corporation Law of Delaware (the "Company"), does hereby certify:

The amendment to the Company's Certificate of Incorporation set forth in the following resolution approved by a majority of the Company's Board of Directors and shareholders and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of Delaware.

RESOLVED, that the name of the Company be changed to
"Achievement Technologies, Inc."

Dated as of December 8th, 2000.


By: WILLIAM H. SAUPERT
Its: EXECUTIVE VICE PRESIDENT &
SECRETARY