

08-01-2002

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



ER

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102175642 ONLY

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

1. Name of conveying party(ies):
TestOut! Corporation **7-30-02**

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

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

2. Name and address of receiving party(ies)
Name: TestOut Corporation
Internal Address: _____
Street Address: 50 South Main Street
City: Pleasant Grove State: UT ZIP: 84062

Individual _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

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

Execution Date: August 8, 2001

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 trademark number(s):
A. Trademark Application No(s).
76/132,943
76/132,944
76/132,945

B. Trademark Registration No(s).
2,369,741
2,425,367

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Craig J. Madson, MADSON & METCALF
Internal Address: _____
Street Address: 15 West South Temple, Suite 900
City: Salt Lake City State: UT ZIP: 84101

6. Total number of applications and registrations involved **5**

7. Total fee (37 CFR 3.41) \$ 140.00
 Credit Card Payment Form Enclosed
 Authorized to be charged to deposit account (any deficiencies)

8. Deposit account number:
13-0763
(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.

Craig J. Madson Craig J. Madson July 19, 2002
Name of Person Signing Signature Date

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

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

TRADEMARK
REEL: 002553 FRAME: 0181

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40.00 DR
100.00 DR



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 1202781-0142
Business Name: TESTOUT CORPORATION
Registered Date: FEBRUARY 19, 1993

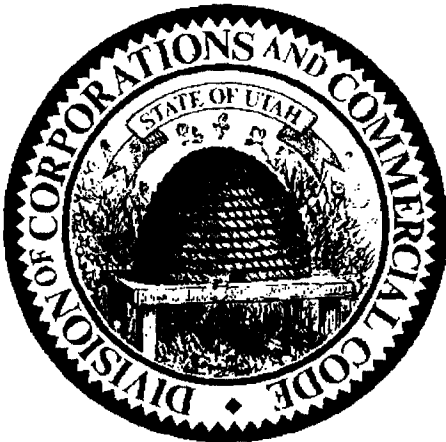
7/18/2002

CERTIFIED COPY OF THE ARTICLES OF AMENDMENTS

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF

TESTOUT CORPORATION

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

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**ARTICLES OF AMENDMENT
for
TestOut! Corporation
(Formerly United Education Centers, Inc.)**



Pursuant to the Utah Revised Business Corporation Act, United Education Centers, Inc., a Utah Corporation (the "Corporation") hereby adopts the following Articles of Amendment to the Corporation's Articles of Incorporation.

Article I
Name

The name of the Corporation has heretofore been United Education Centers, Inc.

Article II
Amendment

The name of the Corporation, as designated in Article I of the original Articles of Incorporation, is hereby changed to TestOut! Corporation.


Article III
Date of Adoption

These articles of amendment are hereby adopted, effective this 26 day of October, 1998.

Article IV
Approval by Shareholders

The total number of shares of the Corporation's Class A--Voting stock which are outstanding are 10,000. All of such shares are entitled to vote on this Amendment, and were indisputably represented at the meeting at which this Amendment was approved.

The number of such shares cast for this amendment were 10,000. The number of votes cast for the amendment by holders of such shares was sufficient for approval.



David C. Cardon, Vice President

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OCT 27 1998

UTAH STATE TAX COMMISSION
150 EAST CENTER
PROVO, UTAH 84606

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AUG 07 2001

Corp. Comm. Code

ARTICLES OF AMENDMENT
for
TestOut Corporation
(Formerly TestOut! Corporation)

Pursuant to the Utah Revised Business Corporation Act, TestOut! Corporation, a Utah Corporation (the "Corporation") hereby adopts the following Articles of Amendment to the Corporation's Articles of Incorporation.

Article I
Name

The name of the Corporation has heretofore been TestOut! Corporation

Article II
Amendment

The name of the Corporation, as designated in Article I of the original Articles of Incorporation, is hereby changed to TestOut Corporation.

Article III
Date of Adoption

These articles of amendment are hereby adopted, effective this 8 day of August, 2001.

Article IV
Approval by Shareholders

The total number of shares of the Corporation's Class A--Voting stock which are outstanding is 5,000. All of such shares are entitled to vote on this Amendment, and were indisputably represented at the meeting at which this Amendment was approved.

The number of such shares cast for this amendment was 5,000. The number of votes cast for the amendment by holders of such shares was sufficient for approval.

Noel Vallejo

Noel Vallejo, Chief Executive Officer

BGX

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 17 day of Aug, 2001
in this office of this Division and hereby issue
this Certificate thereof.

Examiner BK Date 8-22-01



Kathy Berg
Kathy Berg
Division Director

Date: 08/07/2001
Receipt Number: 381140
Amount Paid: \$25.00