

11-22-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-9927 (exp. 5/31/2002)

Tab Settings



U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

To the Honorable Commissioner of

102290582

ed original documents or copy thereof.

1. Name of conveying party(ies): Landmark Education Corporation

- Individual(s)
- General Partnership
- X Corporation - California
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- X Merger
- Change of Name

Execution Date: Effective 09/30/2002

2. Name and address of receiving party(ies)

Name: Landmark Education LLC 11-13-02
Internal
Address:

Street Address: 353 Sacramento Street

City: San Francisco State: CA Zip: 94111

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- X Corporation-State Delaware
- X Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes X No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes X No

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

A. Trademark Application No.(s)

78/113,582; 78/113,597; 76/134,786; 78/113,599

B. Trademark Registration No.(s)

2,438,550; 2,474,996; 2,432,988; 2,432,989; 2,432,976; 2,434,729;

1,850,938; 1,576,947; 2,484,790; 2,471,388;

Additional number(s) attached Yes X No

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

Name: Roger Donley

Internal Address: Baker Botts L.L.P.

Street Address: 910 Louisiana

City: Houston State: Texas Zip: 77002

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) \$ 365.88

- X Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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FINANCE SECTION
2002 NOV 13 AM 10:48

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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.

Roger Donley
Name of Person Signing

Roger Donley
Signature

Nov. 6, 2002
Date

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

11/21/2002 JJHLLH2 00000094 78113582

01 FC:8521
02 FC:8522

40.00 OP
325.00 OP

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

TRADEMARK
REEL: 002620 FRAME: 0602

Delaware

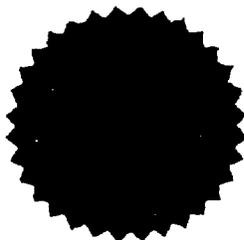
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The First State

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 MERGER, WHICH MERGES:

"LANDMARK EDUCATION CORPORATION", A CALIFORNIA CORPORATION, WITH AND INTO "LANDMARK EDUCATION LLC" UNDER THE NAME OF "LANDMARK EDUCATION LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2002, AT 5 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3572075 8100M

AUTHENTICATION: 2009632

020604858

DATE: 09-30-02

TRADEMARK
REEL: 002620 FRAME: 0603

CERTIFICATE OF MERGER

of

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 09:00 AM 09/30/2002
 020604858 - 3572075

LANDMARK EDUCATION CORPORATION
 (a California corporation),

with and into

LANDMARK EDUCATION LLC
 (a Delaware limited liability corporation)

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), Landmark Education LLC, a limited liability company existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The names and jurisdiction of formation of each of the constituent entities (the "Constituent Entities") of the merger (the "Merger") are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
Landmark Education Corporation	California
Landmark Education LLC	Delaware

SECOND: An Agreement and Plan of Merger, dated as of September 30, 2002 (the "Merger Agreement"), among Landmark Education Corporation and Landmark Education LLC, has been approved and executed by each of the Constituent Entities in accordance with Section 18-209(c) of the DLLCA.

THIRD: The surviving limited liability company in the Merger (the "Surviving Company") is Landmark Education LLC.

FOURTH: The Merger shall become effective at 5:00 P.M. Eastern Standard time on September 30, 2002.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Company located at 353 Sacramento Street, Suite 200, San Francisco, California 94111.

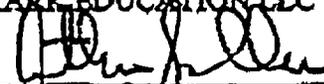
SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Company, upon request and without cost, to any member or stockholder of any Constituent Entity.

NY911241911.1

IN WITNESS WHEREOF, Landmark Education LLC has caused this Certificate of Merger to be executed by an authorized person, this 24 day of September, 2002.

LANDMARK EDUCATION LLC

By:


Name: ARTHUR SCHREIBER
Title: Sole Manager

NY01:1410111