

11-26-2002



SHEET

OCT 28 2001

102293398

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- (X) New *10-28-02*
- () Resubmission (Non-Recordation)
 Document ID#
- () Correction of PTO Error
 Reel # Frame #
- () Corrective Document
 Reel # Frame #

Conveyance Type

- () Assignment () License
- () Security Agreement () Nunc Pro Tunc Assignment
 Effective Date
 Month Day Year
- (X) Merger
- () Change of Name
- () Other

Conveying Party

() Mark if additional names of conveying parties attached

Name NASCO INTERNATIONAL, INC.

Execution Date
 Month Day Year
 June 17, 2002

Formerly

- () Individual () General Partnership () Limited Partnership (X) Corporation () Association
- () Other
- () Citizenship/State of Incorporation/Organization

Receiving Party

() Mark if additional names of receiving parties attached

Name THE ARISTOTLE CORPORATION

DBA/AKA/TA

Composed of

Address (line 1) 901 Janesville Road

Address (line 2)

Address (line 3)

Fort Atkinson
 city

Wisconsin, USA
 State/Country

53538
 Zip Code

- () Individual () General Partnership () Limited Partnership
- (X) Corporation () Association
- () Other
- () Citizenship/State of Incorporation/Organization

() If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

11/25/2002 DBYRNE 00000229 76392116

01 FC:0521 40.00 OP
 02 FC:0522 525.00 OP

Repln. Ref: 11/25/2002 DBYRNE 00000229 76392116
 Date: 11/25/2002
 Name/Number: 11/25/2002 DBYRNE 00000229 76392116
 FC: 9204

TRADEMARK
 REEL: 002622 FRAME: 0890

Domestic Representative Name and Address Enter for the first Receiving Party only

Name Andrew S. McConnell

Address (line 1) Boyle Fredrickson Newholm Stein & Gratz S.C.

Address (line 2) 250 East Wisconsin Avenue, Suite 1030

Address (line 3) Milwaukee, WI 53202

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number 414.225.9755

Name Andrew S. McConnell

Address (line 1) Boyle Fredrickson Newholm Stein & Gratz S.C.

Address (line 2) 250 East Wisconsin Avenue, Suite 1030

Address (line 3) Milwaukee, WI 53202

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 6

Trademark Application Number(s) or Registration Number(s) () Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)		Registration Number(s)		
<u>76/392,116</u>	76/247,289	852,990	864,758	886,960
76/392,127	76/392,098	950,342	951,902	1,120,894
		1,262,085	1,562,034	1,644,334
		1,682,924	1,844,361	1,881,897
		1,888,237	2,020,675	2,033,277
		2,038,404	2,220,604	2,296,518

Number of Properties Enter the total number of properties involved. # 22

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 880.00

Method of Payment: Enclosed (X) Deposit Account ()

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 50-1170

Authorization to charge additional fees: Yes (X) No ()

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. Charges to deposit account are authorized, as indicated herein.

Dawn M. Oleszak
Name of Person Signing

Dawn M. Oleszak
Signature

10-24-02
Date

RECEIVED

Sec. 180.1101, JUN 17 2002 State of Wisconsin
180.1105 & 180.1107, Department of Financial Institutions
Wis. Stats.

WISCONSIN
DFI

ARTICLES OF MERGER - DOMESTIC AND FOREIGN FOR-PROFIT CORPORATIONS

A. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Nasco International, Inc.	01 No 22834	State of Incorporation: Wisconsin
Name: 1	Imaged	State of Incorporation:

B. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: The Aristotle Corporation	NR	State of Incorporation: Delaware
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C. The adopted Plan of Merger (the "Plan") is attached as Exhibit A.

D. The Plan was approved by each foreign corporation that is a party to the merger in accordance with the laws of the state under which it was incorporated, and by each domestic corporation that is a party to the merger in accordance with (select and (X) mark one of the following)

+ 180.1107
(X) Sec. 180.1103, Wis. Stats. OR () Sec. 180.1104, Wis. Stats.

E. (OPTIONAL) These articles of merger, when filed, shall be effective (See instructions. Select, complete and (X) mark one of the following)

(X) At the time and date set by sec. 180.0123(1), Wis. Stats. OR () as of _____ (date)

F. Executed on June 17, 2002 (date) by the surviving corporation on behalf of all parties to the merger.



(Signature)

John J. Crawford

(Printed Name)

Title: (X) President () Secretary
or other officer title _____

This document was drafted by Jerome H. Kringel
(Name the individual who drafted the document)

DFI/CORP/61(R9/00) Use of this form is voluntary.

Exhibit A - PLAN OF MERGER

I. Name and state of incorporation of the merging (non-surviving) corporation(s):

Name: Nasco International, Inc.	State of Incorporation: Wisconsin
Name:	State of Incorporation:

II. Name (prior to any amendment in the Plan of Merger to change the name) and state of incorporation of the surviving corporation:

Name: The Aristotle Corporation	State of Incorporation: Delaware
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III. State the terms and conditions of the merger:

None

IV. State the manner and basis of converting the shares of each non-surviving corporation:

Each share of the non-surviving corporation shall be cancelled in exchange for 150,000 shares of surviving corporation common stock and 100,000 shares of Series J preferred stock.

V. State any amendments to the surviving domestic corporation's articles of incorporation (see items B and C of the instructions):

None

VI. State any other provisions:

INSTRUCTIONS (Ref. sec. 180.1101, 1105 and 180.1107, Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a FILING FEE of \$50.00 or more, payable to the department. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). This document can be made available in alternate formats upon request to qualifying individuals with disabilities. The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. Upon filing, the information in this document becomes public and might be used for purposes other than that for which it was originally furnished. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

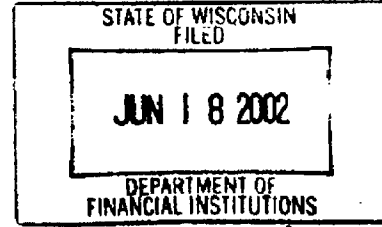
DFI/CORP/61(R9/00)

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ARTICLES OF MERGER - Domestic and Foreign, For-Profit Corporations

\$50.00 + \$25.00 Exp
Chap. 180

Jerome H. Kringel
+ Michael Best & Friedrich LLP
100 East Wisconsin Avenue
Suite 3300
Milwaukee, WI 53202



merges: Nasco International, Inc (WI corp) (non-surviving)
into: an unincorporated foreign corp. (surviving)
Your name, return address and phone number during the day: (414) 271-6560
6/18/02
010060
\$75.00

INSTRUCTIONS (Continued)

- A. Enter the name and state of incorporation of the merging (non-surviving) corporations in item A.
- B. Enter the name and state of incorporation of the surviving corporation in item B. If the Plan of Merger includes an amendment changing the name of the survivor, state the name prior to giving effect to the amendment.
- C. PLAN OF MERGER: Supply the Plan of Merger as Exhibit A to the articles of merger. The plan of merger must contain all the information asked for in items I thru IV. If the plan includes an amendment to the articles of incorporation of the surviving domestic corporation's, enter the amendment in item V.
- D. In item D, indicate the statutory provision under which the Plan of Merger was approved with respect to the domestic corporation. Sec. 180.1103 generally requires that a merger be approved by the (voting) shareholders and directors of each domestic corporation that is a party to the merger. Sec. 180.1104 refers to parent-subsidary mergers. Review, select and mark (X) the applicable statutory reference.
- E. The effective date of the merger will be set by the provisions of sec. 180.0123(1), Wis. Stats., unless the articles declare a delayed effective date. Such delayed effective date must be within 90 days after the date the articles are received by the department for filing. There is no provision for declaring an effective date earlier than the date the articles of merger are received by the department for filing.
- F. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - Fee is \$50.00 for each domestic and licensed foreign corporation that is a party to the merger. If the articles of merger include an amendment to increase the authorized shares of the surviving domestic corporation, an additional fee may be due. Add one cent for each share the survivor will have authorized after the merger, less a credit at the same rate for each share presently authorized by each domestic corporation that is a party to the merger.



DEPARTMENT OF FINANCIAL INSTITUTIONS

Greetings:

I do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate and Consumer Services, Department of Financial Institutions, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

A handwritten signature in black ink, appearing to read "Dave Duecker".

Dave Duecker, Administrator
Department of Financial Institutions

DATE: SEP 19 2002

BY:

A handwritten signature in black ink, appearing to be initials or a stylized name.

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.