

02-03-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

102354242

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

1. Name of conveying party(ies):

Robert A. Steinmetz, Ph.D. and Associates, Inc

- 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: Learning Systems Sciences, Inc.

Internal

Address:

Street Address: 11338 Moorpark Street

City: North Hollywood State: CA Zip: 91602

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 5/4/98

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached Schedule A

Additional number(s) attached Yes No

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

Name: Matthew D. Hanaghan

Internal Address: Nutter, McClennen & Fish, LLP

Street Address: World Trade Center West

155 Seaport Boulevard

City: Boston State: MA Zip: 02210

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

141449

DO NOT USE THIS SPACE

9. Signature.

Renee' Diana Sanft

Name of Person Signing

Signature

1/30/03

Date

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

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40.00 DP 25.00 DP

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

TRADEMARK REEL: 002662 FRAME: 0699

Schedule A

Robert A. Steinmetz, Ph.D. and Associates, Inc. Trademark Registrations

Please record a Change of Name (from Robert A. Steinmetz, Ph.D. and Associates, Inc. to LSS Acquisition Corp.) for the following trademark registrations:

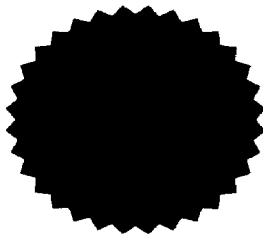
Registrations

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	
<b>HUMANET</b>	<b>2,276,414</b>	<b>September 7, 1999</b>	<b>Registered</b>
<b>LEARNING SYSTEMS SCIENCES</b>	<b>2,213,636</b>	<b>December 19, 1998</b>	<b>Registered</b>

1187549.1

*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 OF "LSS ACQUISITION CORP.", CHANGING ITS NAME FROM "LSS ACQUISITION CORP." TO "LEARNING SYSTEMS SCIENCES, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1998, AT 9:30 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2846195 8100

030011753

AUTHENTICATION: 2190762

DATE: 01-07-03

TRADEMARK

REEL: 002662 FRAME: 0701

**CERTIFICATE OF MERGER  
OF  
ROBERT A. STEINMETZ, PH.D. AND ASSOCIATES, INC.  
INTO  
LSS ACQUISITION CORP.**

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

1. That the names of the constituent corporations of the merger (the "Merger") are Robert A. Steinmetz, Ph.D., and Associates, Inc., a corporation organized under the laws of the State of California and LSS Acquisition Corp., a corporation organized under the laws of the State of Delaware.

2. That an Agreement and Plan of Merger (the "Merger Agreement") among Provant, Inc., Robert A. Steinmetz, Ph.D. and Associates, Inc., John F. King, Robert A. Steinmetz, Ph.D., LSS Acquisition Corp., Paul M. Verrochi and Dominic J. Puopolo has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware and Section 1103 of the California General Corporation Law.

3. That the surviving corporation in the Merger is LSS Acquisition Corp.

4. That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation except that Article FIRST of such Certificate of Incorporation is hereby amended by deleting said Article in its entirety and inserting in place thereof the following:

"The name of the corporation is Learning Systems Sciences, Inc."

5. That the executed Merger Agreement is on file at the office of the surviving corporation located at 67 Batterymarch Street, Suite 500, Boston, MA 02110.

6. That a copy of the Merger Agreement will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

7. The authorized capital stock of Robert A. Steinmetz, Ph.D., and Associates, Inc. is twenty-one million (21,000,000) shares of common stock; no par value.

8. The Merger shall be effective on May 4, 1998.

LSS ACQUISITION CORP.

Dated: As of May 1, 1998

By:   
Rajiv Bhatt  
President