

02-07-2003



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

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

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

1. Name of conveying party(ies):  
KC-EP, Inc. **2-4-03**

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: Mohr Learning, Inc.  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: 75 North Maple Avenue  
City: Ridgewood State: NJ Zip: 07450

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: 6/30/01

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s) \_\_\_\_\_  
2276414  
Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) \_\_\_\_\_  
See attached schedule

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      [Signature]      2/4/03  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 6

02/06/2003 6TOM11 00000146 2276414  
01 FC:8521 40.00 OP  
02 FC:8522 25.00 OP

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

TRADEMARK  
REEL: 002665 FRAME: 0973

Schedule A

KC-EP, Inc. Trademark Registrations

Please record a Change of Name (from KC-EP, Inc. to Mohr Learning, Inc.) for the following trademark registrations:

Registrations

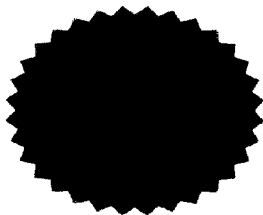
<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	
<b>HUMANET</b>	<b>2,276,414</b>	<b>September 7, 1999</b>	<b>Registered</b>
<b>LEARNING SYSTEMS SCIENCES</b>	<b>2,213,636</b>	<b>December 19, 1998</b>	<b>Registered</b>

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 "MOHR LEARNING, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2001, AT 11:59 O'CLOCK P.M.



2846195 8100

030011738

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2190736

DATE: 01-07-03

**CERTIFICATE OF MERGER  
OF  
MOHR LEARNING, INC.  
WITH AND INTO  
KC-EP, INC.**

KC-EP, Inc., a corporation organized and existing under the General Corporation Law of Delaware (the "DGCL"), hereby certifies pursuant to Section 251 of the DGCL as follows:

1. That the names of the constituent corporations to the merger are KC-EP, Inc., a corporation organized under the laws of the State of Delaware ("KC-EP"), and MOHR Learning, Inc., a corporation organized under the laws of the State of Delaware.
2. That an Agreement and Plan of Merger (the "Merger Agreement") between the constituent corporations to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.
3. That the surviving corporation in the merger is KC-EP (the "Surviving Corporation").
4. That the Certificate of Incorporation of KC-EP shall be the Certificate of Incorporation of the Surviving Corporation, except that such Certificate of Incorporation is hereby amended and restated in the form attached hereto as Exhibit A.
5. That the effective date of the merger shall be 11:59 p.m. on June 30, 2001.
6. That the executed Merger Agreement is on file at an office of the Surviving Corporation located at 67 Battery March Street, Suite 500, Boston MA 02110.
7. That the Surviving Corporation will furnish a copy of the Merger Agreement on request and without cost to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 29<sup>th</sup> day of June, 2001, and is being filed in accordance with Section 251 of the Delaware General Corporation Laws by an authorized officer of the Surviving Corporation.

KC-EP, INC.

By: /s/ Kate Christensen  
Kate Christensen, President

**EXHIBIT A****KC-EP, INC.****AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

KC-EP, Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("GCL"), filed its original Certificate of Incorporation under the name EPI Acquisition Corp. with the Delaware Secretary of State on November 23, 1998. The Certificate of Incorporation subsequently was amended by Certificates of Merger filed with the Delaware Secretary of State on November 24, 1998 and June 30, 2000. This Amended and Restated Certificate of Incorporation was duly adopted by a majority of the stockholders of the Company on June 29, 2001 in accordance with the provisions of Sections 242 and 245 of the GCL.

NOW THEREFORE, effective 11:59 p.m. on June 30, 2001, the Certificate of Incorporation of the Company, as amended and restated herein, shall read as follows:

1. Name. The name of the Company is MOHR Learning, Inc.
2. Registered Office and Agent. The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, in the County of New Castle. The registered agent at such address is The Corporation Trust Company.
3. Purpose. The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "GCL").

4. Capitalization. The Company shall be authorized to issue the following capital stock:

<u>Class</u>	<u>Par Value</u>	<u>Number Authorized</u>
Common Stock	\$.01	1,000

5. Compromises or Arrangements. Whenever a compromise or arrangement is proposed between the Company and its creditors or any class of them and/or between this Company and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Company or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Company under the provisions of Section 291 of the GCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Company under the provisions of Section 279 of

the GCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Company, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Company, as the case may be, agree to any compromise or arrangement and to any reorganization of this Company as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Company, as the case may be, and also on the Company.

6. By-Laws. The Board of Directors may adopt, amend or repeal the By-laws of the Company, except that any By-law adopted by the stockholders may be altered or repealed only by the stockholders if such By-law so provides.

7. Elections. The election of Directors by the stockholders need not be by written ballot unless the By-laws of the Company provide otherwise.

8. Personal Liability of Directors. No director shall be personally liable to the Company or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the GCL as the same exists or may hereafter be amended. Any repeal or modification of this Article 8 by the stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned President of the Company, Kate Christensen, whose mailing address is Provant, Inc., 67 Batterymarch Street, Suite 500, Boston, Massachusetts 02110, hereby executes this Amended and Restated Certificate of Incorporation on this 29th day of June, 2001

KC-EP, INC.

By: /s/ Kate Christensen  
Kate Christensen  
President