

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Certificate of Conversion from LLC to Corporation
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Schoolnet, L.L.C.		01/03/2000	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA	
Name:	Schoolnet, Inc.
Street Address:	75 Ninth Avenue
Internal Address:	6th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10011
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Serial Number:	75862476	EDUSTAT
Serial Number:	75862477	EDUSTAT
Serial Number:	75567681	SCHOOLNET

CORRESPONDENCE DATA	
Fax Number:	(212)245-3009
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-541-6222
Email:	bmcfeely@kanekessler.com
Correspondent Name:	Brendan P. McFeely
Address Line 1:	1350 Avenue of the Americas
Address Line 2:	Kane Kessler PC
Address Line 4:	New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	3688-1
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NAME OF SUBMITTER:	Brendan P. McFeely
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OP \$90.00 75862476

Total Attachments: 2
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State of Delaware
Office of the Secretary of State PAGE 1

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 CONVERSION OF "SCHOOLNET, LLC", CHANGING ITS NAME FROM "SCHOOLNET, LLC" TO "SCHOOLNET, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JANUARY, A.D. 2000, AT 9 O' CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2900666 8100

AUTHENTICATION: 1425247

010552040

DATE: 11-02-01
TRADEMARK

REEL: 002718 FRAME: 0574

CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION
(Pursuant to Section 265 of the Delaware General Corporation Law)

SCHOOLNET, LLC (hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The Limited Liability Company is formed under the jurisdiction of the State of Delaware.
2. The name of the Limited Liability Company immediately prior to the filing of this Certificate is SCHOOLNET, LLC.
3. The date the Limited Liability Company was first formed on May 26, 1998.
4. The name of the corporation as set forth in the Certificate of Incorporation is SCHOOLNET, INC.

Executed on this 3rd day of January, 2000.

By: 
(Jonathan D. Harber, President and CEO)