

05-21-2003

Form PTO-594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECORDATION TRADEM.



DEPARTMENT OF COMMERCE and Trademark Office

102453251

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

1. Name of conveying party(ies): NETg, Inc. FINANCE SECTION
Individual(s) Association General Partnership Limited Partnership Corporation-State of Nevada Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: National Education Corporation Internal Address: 5-1903 Street Address: 650 Naamans Road City: Claymont State: DE Zip: 19703
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State of 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: 12/20/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,374,495
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Paula Upson Internal Address: The Thomson Corporation Street Address: 1 Station Place City: Stamford State: CT Zip: 06902

6. Total number of applications and registrations involved: 17
7. Total fee (37 CFR 3.41) \$ 440 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 20-0866 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. Paula K. Upson Signature Date 5/12/03

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

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

05/20/2003 TDI A21 00000195 200866 2374495 01 FC:8521 40.00 CH 02 FC:8522 400.00 CH

## Schedule A

Trademark	Appl. Number	Reg. Number
CHALLENGE! INTERACTIVE		2374495
CLUB WAVE		1990125
E-SURANCE	75605973	
ECAMP WAVE		2492069
KNOWLEDGE COMMUNICATION	76468532	
LEARNING OBJECT	75/399782	
NETG		1768942
NETG and Box Design		2209040
NEXTSIM		2311623
NLO (NETG Learning Object)	75791005	
PRECISION LEARNING		2232538
PRECISION SKILLING		2668565
QUEST FOR KNOWLEDGE	76346814	
SKILL BUILDER		1694128
SKILLVANTAGE		2003053
WAVE	76469308	
XTREME LEARNING		2428266

# Delaware

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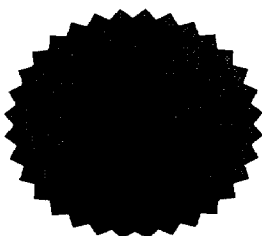
*The First State*

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 OWNERSHIP, WHICH MERGES:

"NETG, INC.", A NEVADA CORPORATION,

WITH AND INTO "NATIONAL EDUCATION CORPORATION" UNDER THE NAME OF "NATIONAL EDUCATION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2002, AT 10:04 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2002.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2371650

030253227

DATE: 04-17-03

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CERTIFICATE OF OWNERSHIP AND MERGER

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:04 AM 12/26/2002  
020799235 - 0779640

OF

NETG, INC.

(a Nevada corporation)

into

NATIONAL EDUCATION CORPORATION

(a Delaware corporation)

It is hereby certified that:

1. National Education Corporation, hereinafter sometimes referred to as the "Corporation", is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of common stock of NETg, Inc., which is a business corporation of the State of Nevada.
3. The laws of the jurisdiction of organization of NETg, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges NETg, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on December 20, 2002 by the Board of Directors of the Corporation to merge the said NETg, Inc. into the Corporation:

**RESOLVED**, that, effective December 30, 2002, the merger of NETg, Inc. with and into the Corporation be, and it hereby is, authorized and approved in accordance with the terms and conditions of the Articles of Merger and Plan of Merger, the Certificate of Ownership and Merger, and the Plan and Agreement of Merger, substantially in the forms attached hereto and made a part hereof; and it is

**FURTHER RESOLVED**, that the appropriate officers of the Corporation be, and they hereby are, authorized, empowered and directed to do, or cause to be done, all such acts and things, and to approve, execute and deliver all such agreements and other documents as may be necessary or in the opinion of the officer or officers acting, advisable and proper to carry out the intent of and effect the purposes of the foregoing resolution; and it is

**FURTHER RESOLVED**, that any and all actions heretofore taken by any officer of the Corporation, and all documents heretofore prepared, executed and filed, in the name of or on behalf of the Corporation, in furtherance of the actions taken and documents prepared, executed and filed, be, and they hereby are, ratified and confirmed in all respects as the authorized actions of any officer of the Corporation.

6. The effective date of the merger herein provided for in the State of Delaware shall be December 30, 2002.

Executed on December 20, 2002.

NATIONAL EDUCATION CORPORATION

By:   
\_\_\_\_\_  
Edward A. Friedland  
Vice President

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DE BC D-CERTIFICATE OF OWNERSHIP AND MERGER S>P F>D 07/98-2 (#596)

RECORDED: 05/19/2003

TRADEMARK  
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