

06-02-2003



Form PTO-1594 **5-29-03**
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

102461954

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)
ARAMARK Educational Resources, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Knowledge Learning Enterprises, Inc.
Internal Address: _____
Address: _____

Street Address: 573 Park Point Drive

City: Golden State: C Zip: 80401
O

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: May 9, 2003

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

A. Trademark Application No.(s)
See Attached Schedule A

B. Trademark Registration No.(s)
See Attached Schedule B

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41)..... \$1,265.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-1275

(Attach duplicate copy of this page if paying by deposit account)

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

Name: Laura Genovese Miller

Internal Address: Cozen O'Connor
6th Floor

Street Address: 1900 Market Street

City: Philadelphia State PA Zip: 19103

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41)..... \$1,265.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-1275

(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.

Laura Genovese Miller Laura Genovese Miller May 27, 2003
Name of Person Signing Signature Date

Total number of pages involving cover sheet, attachments, and document 5

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

05/30/2003 LNWELLER 00000068 501275 76016943

01 FC:0521 40.00 CH
02 FC:0522 1225.00 CH

TRADEMARK
REEL: 002737 FRAME: 0878

Schedule A - Applications

TRADEMARK	APPLICATION NUMBER
SUMMERTIME CHAMPIONS	76/016943
MEGA MIX OF SUMMER KICKS	76/017592
CHAMPIONS	76/097244
AURORA EDUCATIONAL RESOURCES	76/215515
AWESOME AMERICA	76/241245
THE GREAT BREAK ESCAPE	76/308137
A MEGA MIX OF RIGHT-AT-SCHOOL KICKS!	76/311667
THE DO-RIGHT CREW	76/362186
CHILDREN'S WORLD OF READING	76/429087
KIDS ON THE GO	78/154097
KIDS ON THE JOB	78/154106
MAKING THE EARLY YEARS COUNT	78/173102

TRADEMARK	REGISTRATION NUMBER
CHILDREN'S WORLD	905288
CHILDREN'S WORLD LEARNING CENTERS	1606796
PATHWAYS	1622985
WE CALL IT LEARNING CHILDREN CALL IT FUN	1633500
EARLY IMPRESSIONS	1714574
COOLEST SUMMER IN THE U.S.A.	1859069
QUEST 4 FUN	1927401
QUEST 4 FUN!	1929224
CAMP USA	2066031
CRUISIN' THE INFO HIGHWAY	2079793
FUNFEST	2081953
PATHWAYS PRESCHOOL PLUS	2100062
PATHWAYS PRESCHOOL PLUS +	2123728
DRAGON WAGON	2134782
HAVE THE SUMMER OF A LIFETIME	2171369
CAMP USA CHILDREN'S WORLD & DESIGN	2180024
BECAUSE CHILDHOOD IS ONCE IN A LIFETIME	2182886
DAYBRIDGE	2189883
KITE IN RECTANGLE DESIGN	2202215
MERITOR	2243928
BRANCH DESIGN	2259820
STAR DESIGN	2265403
TREE DESIGN (MISCELLANEOUS DESIGN)	2269922
MEDALLION	2300403
FIGURE WITH TRIANGLE DESIGN	2315326
HOLIDAY FUNFEST	2348977
SEE WHERE YOUR CHILD CAN GO	2355977
EVERY STEP IS AN OPPORTUNITY TO LEARN	2358354
TRACK PACK	2365171
CHAMPIONS	2373235
SUMMERTIME CHAMPIONS	2404530
MERITOR	2412736
MAKING A DIFFERENCE FOR MORE THAN 30 YEARS	2518178
SET YOUR MIND FREE	2567159
WAY COOL, RIGHT AT SCHOOL!	2586339
WHERE LEARNING AND FUN BECOME ONE	2592828
A SUMMER JAM OF FESTIVAL FUN!	2622124
MEGA MIX OF AFTER-SCHOOL KICKS	2676837

May-09-2003 10:10 From O'MELVENY & MYERS LLP LA1/2 +12124395407 T-282 P.003/007 F-411

**CERTIFICATE OF AMENDMENT
OF
THE RESTATED CERTIFICATE OF INCORPORATION
OF
ARAMARK EDUCATIONAL RESOURCES, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter the "Corporation") is:

ARAMARK EDUCATIONAL RESOURCES, INC.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article FIRST the following new Article FIRST:

"FIRST: The name of the corporation (hereinafter the "Corporation") is:

KNOWLEDGE LEARNING ENTERPRISES, INC."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on May 9, 2003.



Adam Cohn
Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:58 PM 05/09/2003
FILED 02:34 PM 05/09/2003
SRV 030303100 - 0723629 FILE

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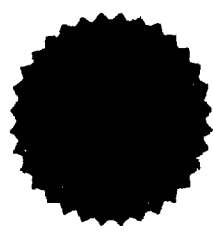
Delaware

PAGE 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 AMENDMENT OF "ARAMARK EDUCATIONAL RESOURCES, INC.", CHANGING ITS NAME FROM "ARAMARK EDUCATIONAL RESOURCES, INC." TO "KNOWLEDGE LEARNING ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 2003, AT 2:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

0723629 8100

AUTHENTICATION: 2411536

030303100

CT CORP. SYSTEMS

MAY-13-2003 09:25