

07-29-2003

FORM PTO-1594

7-24-03

RE



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

1. Name(s) of conveying party(ies):

Homework911.com, Inc.
1675 Broadway
New York, NY 10019

- Individual(s)
- General Partnership
- Corporation
- Association
- Limited Partnership

Other:

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: **Change in Name**

Execution Date: **August 8, 2002**

2. Name(s) and address(es) of receiving party(ies):

Name: **LearningIDEAS, Inc.**

Address: **462 Seventh Avenue
19th Floor
New York, NY 10018**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

76/374,436 (for the mark LEARNINGIDEAS)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: **A.J. Zottola, Esq.**

Address: **Venable, Baetjer, Howard & Civiletti, LLP
P.O. Box 34385
Washington, D.C. 20043-9998**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41): **\$ 40.00**

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

22-0261

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40.00 DP

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.

A.J. Zottola

Name of Person Signing

Signature

7/24/03

Date

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

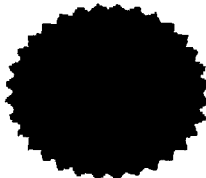
Delaware

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 "HOMEWORK911.COM, INC.", CHANGING ITS NAME FROM "HOMEWORK911.COM, INC." TO "LEARNINGIDEAS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.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

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AUTHENTICATION: 1928711
DATE: 08-09-02

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:30 AM 08/09/2002
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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HOMEWORK911.COM, INC.**

Pursuant to Sections 141, 242 and 228 of the General Corporation Law of the State of Delaware

Homework911.com, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was originally incorporated in Delaware under the name "Homework911.com, Inc." and the original date of filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware was July 19, 1999.

SECOND: That the Certificate of Incorporation of the Corporation was last Amended and Restated on July 21, 2000.

THIRD: That Article I of the Amended and Restated Certificate of Incorporation of the Corporation, stating the name of the Corporation, is hereby amended by striking out the first sentence thereof and by substituting in lieu thereof the following:

"The name of the corporation is LearningIDEAS, Inc. (the "Corporation")."

FOURTH: That the foregoing amendment was approved by the Board of Directors of the Corporation in accordance with Section 141 of the DGCL.

FIFTH: That the Corporation has received payment for shares of its stock and that the foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the DGCL.

SIX: That the foregoing amendment was approved by the stockholders of the Corporation in accordance with Section 228 of the DGCL.

C:\DOCUMENTS-TRAINLOCALS-(VT)\ppl\ppl\mch\1 Laws - Name Change - Certificate of Incorporation.DOC

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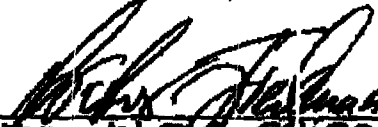
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IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed as of the 18th day of August, 2002.

HOMEWORK911.COM, INC.

By: 
Name: VICTOR FELDMAN
Title: CEO & CO-FOUNDER

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