

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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)
Merryhill Schools, Inc.

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

Other State of California

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

2. Name and address of receiving party(ies)

Name: Nobel Learning Communities, Inc.
Internal _____
Address: _____

Street Address: 1615 West Chester Pike

City: West Chester State: PA Zip: 19382

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: 06/13/2001

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
1497155; 1498080; 1481106

Additional number(s) attached Yes No

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

Name: Laura Genovese Miller, Esquire

Internal Address: _____

Street Address: 1900 Market Street

City: Philadelphia State PA Zip: 19103

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)..... Previously Charged to Deposit Account No. 50-1275 on 03/08/2004

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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 G. Miller April 13, 2004
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

CH \$90.00 601275 1497166

State of Delaware
Office of the Secretary of State

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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:
"MERRYHILL SCHOOLS, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "NOBEL LEARNING COMMUNITIES, INC." UNDER THE NAME OF "NOBEL LEARNING COMMUNITIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2001, AT 3 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1313328

TRADEMARK
REEL: 002834 FRAME: 0989

FROM CORPORATION TRUST WILM #2

(FRI) 8.24.01 15:10/ST.15:00
STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 03:00 PM 08/24/2001
010420293 - 3429488

**CERTIFICATE OF OWNERSHIP AND MERGER
MERRING
MERRYHILL SCHOOLS, INC.
INTO
NOBEL LEARNING COMMUNITIES, INC.**

NOBEL LEARNING COMMUNITIES, INC., a corporation organized and existing under the laws of Delaware (the "Company"), DOES HEREBY CERTIFY THAT:

1. The Company was incorporated on March 30, 1983, pursuant to the General Corporation Law of the State of Delaware.
2. The Company owns all of the outstanding shares of the capital stock of Merryhill Schools, Inc., a corporation incorporated on May 23, 1983 pursuant to the California Corporations Code (the "Subsidiary").
3. The Company, by the following resolutions of its board of directors, duly adopted by its members on February 7, 2001, has determined to merge the Subsidiary into the Company:

WHEREAS, the Company owns all of the issued and outstanding shares of Merryhill Schools, Inc., a California corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Company hereby determines that it is in the best interest of the Company to merge the Subsidiary within and into itself.

NOW THEREFORE, it is hereby:

RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger") pursuant to the Plan of Merger attached hereto as Exhibit A ("Plan of Merger"), which is hereby approved and adopted, and, pursuant to the Merger and in accordance with §1110 of the California Corporations Code and §259 of the Delaware General Corporations Law, the Company assume all of the Subsidiary's liabilities and obligations.

RESOLVED, that the officers of the Company are hereby directed to make and execute Certificates of Ownership and Merger setting forth a copy of the resolutions to merge Subsidiary with and into the Company and to assume all its respective liabilities and obligations, and the date of adopting thereof, and to cause the same to be filed with the Secretaries of State of Delaware and California, respectively, and to do all acts and things whatsoever which may be necessary or proper to effect the Merger; and to take any and all further action which such officers may deem necessary or desirable to effectuate an action authorized by these resolutions and otherwise to carry out the purposes and intent

FROM CORPORATION TRUST WILM #2

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of the foregoing resolutions; and the execution by any such officer of such documents or the performance by any such officer of any such act in connection with the foregoing matters shall conclusively establish his or her authority from the Company in connection therewith and the approval and ratification the Company of the documents so executed and the actions so taken.

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by its Chairman, and attested by its Secretary, as of this 13th day of June, 2001.

NOBEL LEARNING COMMUNITIES, INC.

By: 
John R. Frock
Vice Chairman

ATTEST:

By: 
Yvonne DeAngelo
Secretary

FROM CORPORATION TRUST WILM #2

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Exhibit A

**PLAN OF MERGER
FOR THE MERGER OF
MERRYHILL SCHOOLS, INC.
WITH AND INTO
NOBEL LEARNING COMMUNITIES, INC.**

PLAN OF MERGER ("Agreement") dated as of April 9, 2001 between NOBEL LEARNING COMMUNITIES, INC., a Delaware corporation ("Parent") and MERRYHILL SCHOOLS, INC., a California corporation and wholly owned subsidiary of Parent ("Subsidiary"). Parent and Subsidiary are hereinafter sometimes collectively referred to as the "Constituent Corporations."

Background

Parent is duly organized and validly existing under the laws of the State of Delaware, and is qualified to do business in the State of California. Subsidiary is duly organized and validly existing under the laws of the State of California. The Plan of Merger hereinafter set forth has been approved and duly adopted by the Board of Directors of Parent.

This Plan of Merger sets forth the terms and conditions of the merger of Subsidiary with and into Parent (the "Merger"), the mode of carrying the same into effect, and related matters.

Terms

1. **Merger of Subsidiary into Parent.** In accordance with the provisions of this Agreement, the California Corporations Code ("CCC") and the Delaware General Corporation Law ("DGCL"), at the Effective Time (as defined in Section 1.4), Subsidiary shall be merged with and into Parent, which shall be the surviving corporation.
2. **Effect of the Merger.** At the Effective Time, the separate existence of Subsidiary shall cease and Parent shall succeed, without other transfer (all as provided by applicable provisions of the CCC and DGCL), to all rights and property of Subsidiary and shall be subject to all debts and liabilities of Subsidiary in the same manner as if Parent had itself incurred them. All rights of creditors and all liens upon the property of each of the Constituent Corporations shall be preserved unimpaired against Parent and its property.
3. **Cancellation of Shares.** Each share of Subsidiary which has been issued and is outstanding at the Effective Time of the Merger, and all rights in respect thereof, shall be canceled at the Effective Time of the Merger, and no shares of Parent shall be issued in exchange therefor.
4. **Effective Time.** The Merger shall become effective on filing with the Secretary of States of California and Delaware.
5. **Certificate of Incorporation and By-Laws.** There shall be no change in either the Certificate of Incorporation, as amended, or the By-Laws, as amended, of Parent, by reason of the Merger.