

FORM PTO-1594  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**AlphaSmart, Inc.**  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State: California  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: **AlphaSmart, Inc.**  
Internal Address: \_\_\_\_\_  
Street Address: **973 University Ave.**  
City: **Los Gatos** State: **CA** ZIP: **95032**  
 Individual(s) citizenship: \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_  
If assignment 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) and addresses attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: January 27, 2004

4. Application number(s) or patent number(s):  
A. Trademark Application No.(s)  
ALPHATEST              75/793,524  
Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)  
ALPHAHUB                      2,586,435  
ALPHAQUIZ                    2,753,431  
SMARTAPPLET                2,633,459  
TURBOTRANSFER              2,558,868  
ALPHASMART                   1,820,498

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: **Trademark Docket/John L. Slafsky**  
Internal Address: \_\_\_\_\_  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
Street Address: **650 Page Mill Road**  
City: **Palo Alto** State: **California** ZIP: **94304**

6. Total number of applications and registrations involved ..... 6

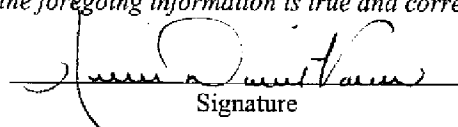
7. Total fee (37 CFR 3.41) **\$165.00**  
 Enclosed  
 Authorized to be charged to deposit account

If fee insufficient, please charge

8. Deposit account number:  
**23-2415 Attn.: 21489.900**  
(Attach duplicate copy of this page if paying by deposit account.)

CH \$165.00 232415 75793524

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.*  
**Annabelle Danielvarda** \_\_\_\_\_  
Name of Person Signing                       Signature                      May 10, 2004 Date  
Total number of pages including cover sheet, attachments, and document: 15

Mail documents to be recorded with required cover sheet information to:  
Director of the United States Patent and Trademark Office, Box Assignments  
Washington, D.C. 20231

TRADEMARK

REEL: 002850 FRAME: 0815

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# Delaware

PAGE 1

*The First State*

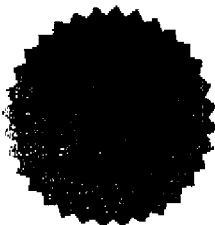
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALPHASMART, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "ALPHASMART, INC." UNDER THE NAME OF

"ALPHASMART, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2004, AT 1:19 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

3490231 8100M

040055361

AUTHENTICATION: 2892700

DATE: 01-27-04

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:24 PM 01/27/2004  
FILED 01:19 PM 01/27/2004  
SRV 040055361 - 3490231 FILE

## CERTIFICATE OF MERGER

OF

ALPHASMART, INC.,  
a California corporation

INTO

ALPHASMART, INC.,  
a Delaware corporation

(under Section 252 of the Delaware General Corporation Law)

It is hereby certified that:

**FIRST:** The name and state of incorporation of each of the constituent business corporations participating in the merger (the "Merger") herein certified are as follows:

- (i) AlphaSmart, Inc., which is incorporated under the laws of the State of California ("AlphaSmart California") and
- (ii) AlphaSmart, Inc., which is incorporated under the laws of the State of Delaware ("AlphaSmart Delaware").

### SECOND:

(a) An Agreement and Plan of Merger, dated January 12, 2004, by and between AlphaSmart California and AlphaSmart Delaware, and attached hereto as Exhibit A (the "Agreement of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with subsection (c) of Section 252 of the General Corporation Law of the State of Delaware (the "DGCL").

(b) The Merger and Agreement of Merger have been approved, adopted, certified and/or executed and acknowledged by AlphaSmart California in accordance with the General Corporation Law of the State of California (the "CGCL"). The authorized capital stock of AlphaSmart California consists of (i) 20,000,000 shares of Common Stock, par value \$0.0001 per share, and (ii) 7,656,250 shares of Preferred Stock, par value \$0.0001 per share. The total number of outstanding shares of AlphaSmart California Preferred Stock entitled to vote on the Merger and Agreement of Merger is 7,656,250. The total number of outstanding shares of AlphaSmart California Common Stock entitled to vote on the Merger and Agreement of Merger is 7,656,250. The Merger and Agreement of Merger were approved by a vote of the holders of a sufficient number of shares of each class of AlphaSmart California capital to meet or exceed the vote required to approve the Merger and Agreement of Merger under the CGCL.

**THIRD:** The surviving corporation in the Merger herein certified shall be AlphaSmart Delaware, which will, upon effectiveness of the Merger, continue its existence as said surviving corporation under the name "AlphaSmart, Inc." upon the effective date of said Merger pursuant to the provisions of the DGCL.

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**FOURTH:** The Certificate of Incorporation of AlphaSmart Delaware in effect on the date hereof shall continue to be the Certificate of Incorporation of said surviving corporation without change or amendment until further amended in accordance with the provisions of the DGCL.

**FIFTH:** The executed Agreement of Merger by and between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation. The address of the principal place of business of the surviving corporation is 973 University Ave., Los Gatos, California 95032.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

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This Certificate of Merger is hereby executed as of January 23, 2004.

ALPHASMART, INC.,  
a Delaware corporation

By: James M. Walker  
Name: James M. Walker  
Title: Chief Financial Officer

ATTEST:

Laurence M. Karno  
Name: Laurence M. Karno  
Title: Secretary

ALPHASMART, INC.,  
a California corporation

By: Manish D. Kothari  
Name: Manish D. Kothari  
Title: President

ATTEST:

James M. Walker  
Name: James M. Walker  
Title: Secretary

[SIGNATURE PAGE TO ALPHASMART CERTIFICATE OF MERGER]

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**EXHIBIT A**  
**AGREEMENT OF MERGER**

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**AGREEMENT AND PLAN OF MERGER OF  
ALPHASMART, INC.,  
A DELAWARE CORPORATION  
AND  
ALPHASMART, INC.,  
A CALIFORNIA CORPORATION**

**THIS AGREEMENT AND PLAN OF MERGER**, dated this 23rd day of January 2004 (the "Agreement"), is made by and between AlphaSmart, Inc., a Delaware corporation ("AlphaSmart Delaware"), and AlphaSmart, Inc., a California corporation ("AlphaSmart California"). AlphaSmart Delaware and AlphaSmart California are collectively referred to hereinafter as the "Constituent Corporations."

**RECITALS**

A. AlphaSmart Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has a total authorized capital stock of 27,656,250 shares. The number of shares of preferred stock of AlphaSmart Delaware authorized to be issued is 7,656,250, par value \$0.0001, of which 7,556,250 shares have been designated Series A Convertible Preferred Stock (the "AlphaSmart Delaware Series A Preferred Stock") and 100,000 shares have been designated Redeemable Preferred Stock (the "AlphaSmart Delaware Redeemable Preferred Stock," and, together with the AlphaSmart Delaware Series A Preferred Stock, the "AlphaSmart Delaware Preferred Stock"). No shares of AlphaSmart Delaware Preferred Stock were outstanding as of the date hereof and prior to giving effect to the transactions contemplated hereby. The number of shares of common stock (the "AlphaSmart Delaware Common Stock") authorized to be issued is 20,000,000, par value \$0.0001. As of the date hereof, and before giving effect to the transactions contemplated hereby, 1,000 shares of AlphaSmart Delaware Common Stock were issued and outstanding, all of which were held by AlphaSmart California.

B. AlphaSmart California is a corporation duly organized and existing under the laws of the State of California and has a total authorized capital stock of 7,656,250 shares. The number of shares of preferred stock of AlphaSmart California authorized to be issued is 7,656,250, par value \$0.0001 per share, of which 7,556,250 shares have been designated Series A Convertible Preferred Stock (the "AlphaSmart California Series A Preferred Stock") and 100,000 shares have been designated Redeemable Preferred Stock (the "AlphaSmart California Redeemable Preferred Stock," and, together with the AlphaSmart California Series A Preferred Stock, the "AlphaSmart California Preferred Stock"). The number of shares of common stock (the "AlphaSmart California Common Stock") authorized to be issued is 20,000,000, par value \$0.0001 per share. As of the date hereof, and before giving effect to the transactions contemplated hereby, 7,556,250 shares of AlphaSmart California Series A Preferred Stock were issued and outstanding, 100,000 shares of AlphaSmart California Redeemable Preferred Stock were issued and outstanding and 8,398,978 shares of AlphaSmart California Common Stock were issued and outstanding.

C. The Board of Directors of each of the Constituent Corporations has determined that it is reasonable, advisable, fair and in the best interests of each of the Constituent Corporations and each of the Constituent Corporations' stockholders that AlphaSmart California merge with and into AlphaSmart Delaware upon the terms and conditions herein provided.

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D. The respective Boards of Directors and stockholders of AlphaSmart Delaware and AlphaSmart California have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, AlphaSmart Delaware and AlphaSmart California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

### I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the California Corporations Code, AlphaSmart California shall be merged with and into AlphaSmart Delaware (the "Merger"), the separate existence of AlphaSmart California shall cease and AlphaSmart Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be AlphaSmart, Inc.

1.2 Effectiveness of the Merger. The Merger shall become effective in accordance with Section 1108 of the California General Corporation Law and Section 252 of the General Corporation Law of the State of Delaware. The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date."

1.3 Effect of the Merger. Upon the Effective Date, the separate existence of AlphaSmart California shall cease and AlphaSmart Delaware, as the Surviving Corporation: (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) shall be subject to all actions previously taken by its and AlphaSmart California's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of AlphaSmart California in the manner more fully set forth in Section 259 of the General Corporation Law of the State of Delaware; (iv) shall continue to be subject to all of the debts, liabilities and obligations of AlphaSmart Delaware as constituted immediately prior to the Effective Date; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of AlphaSmart California in the same manner as if AlphaSmart Delaware had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware and the General Corporation Law of the State of California.

### II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of AlphaSmart Delaware as in effect immediately prior to the Effective Date of the Merger (the "Certificate of Incorporation") shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of AlphaSmart Delaware as in effect immediately prior to the Effective Date shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of AlphaSmart California immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.



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### III. MANNER OF CONVERSION OF STOCK

3.1 AlphaSmart California Common Stock. Upon the Effective Date, each share of AlphaSmart California Common Stock issued and outstanding immediately prior thereto shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of AlphaSmart Delaware Common Stock. No fractional shares interests of AlphaSmart Delaware Common Stock shall be issued upon such conversion, but shall, instead, be paid in cash by AlphaSmart Delaware to the holder of such shares.

#### 3.2 AlphaSmart California Preferred Stock.

(a) AlphaSmart California Series A Convertible Preferred Stock. Upon the Effective Date of the Merger, each share of AlphaSmart California Series A Convertible Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of AlphaSmart Delaware Series A Convertible Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation. Upon the Effective Date of the Merger, each fractional share of AlphaSmart California Series A Convertible Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for an equivalent fraction of one (1) fully paid and nonassessable share of AlphaSmart Delaware Series A Convertible Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

(b) AlphaSmart California Redeemable Preferred Stock. Upon the Effective Date of the Merger, each share of AlphaSmart California Redeemable Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of AlphaSmart Delaware Redeemable Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation. Upon the Effective Date of the Merger, each fractional share of AlphaSmart California Redeemable Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for an equivalent fraction of one (1) fully paid and nonassessable share of AlphaSmart California Redeemable Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

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### 3.3 AlphaSmart California Equity Incentive Plans

(a) Upon the Effective Date, the Surviving Corporation shall assume the obligations of AlphaSmart California under AlphaSmart California's 1998 Stock Option Plan, 2003 Stock Option Plan and 2003 Employee Stock Purchase Plan and any other stock option grants, purchase rights or plans (collectively, the "Plans"). Each outstanding and unexercised option to purchase AlphaSmart California Common Stock (an "Option") under the Plans shall become, subject to the provisions in paragraph (c) of this Section 3.3, an option to purchase the Surviving Corporation's Common Stock. No other changes in the terms and conditions of such options will occur.

(b) One (1) share of the Surviving Corporation's Common Stock shall be reserved for issuance upon the exercise of Options to purchase each one (1) share of AlphaSmart California Common Stock so reserved immediately prior to the Effective Date.

(c) No "additional benefits" (within the meaning of Section 424(a)(2) of the Internal Revenue Code of 1986, as amended) shall be accorded to the optionholders pursuant to the assumption of their Options.

3.4 AlphaSmart Delaware Common Stock. Upon the Effective Date of the Merger, each share of AlphaSmart Delaware Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by AlphaSmart Delaware, or the holder of such shares or any other person, be cancelled and returned to the status of authorized and unissued shares of AlphaSmart Delaware Common Stock.

3.5 Exchange of Certificates. On or after the Effective Date, each holder of an outstanding certificate representing shares of AlphaSmart California Common Stock, AlphaSmart California Series A Convertible Preferred Stock or AlphaSmart California Redeemable Preferred Stock, as the case may be, may be asked to surrender the same to AlphaSmart Delaware for cancellation, and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of AlphaSmart Delaware Common Stock, AlphaSmart Delaware Series A Convertible Preferred Stock or AlphaSmart Delaware Redeemable Preferred Stock, as the case may be, into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of AlphaSmart California Common Stock, AlphaSmart California Series A Convertible Preferred Stock or AlphaSmart California Redeemable Preferred Stock, as the case may be, shall be deemed for all purposes to represent the number of shares of AlphaSmart Delaware Common Stock, AlphaSmart Delaware Series A Convertible Preferred Stock or AlphaSmart Delaware Redeemable Preferred Stock, respectively, into which such shares of AlphaSmart California Common Stock, AlphaSmart California Series A Convertible Preferred Stock or AlphaSmart California Redeemable Preferred Stock, as the case may be, were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or its transfer agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of AlphaSmart Delaware Common Stock, AlphaSmart Delaware Series A Convertible Preferred Stock or AlphaSmart Delaware Redeemable Preferred Stock, as the case may be, by such outstanding certificate as provided above.

Each certificate representing AlphaSmart Delaware Common Stock, AlphaSmart Delaware Series A Convertible Preferred Stock or AlphaSmart Delaware Redeemable Preferred Stock, as the case may be, so issued in the Merger shall bear the same legends, if any, with respect to the

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restrictions on transferability as the certificates of AlphaSmart California so converted and given in exchange therefore, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws, or other such additional legends as agreed upon by the holder and the Surviving Corporation.

If any certificate for shares of AlphaSmart Delaware stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and comply with applicable securities laws and that the person requesting such transfer pay to the Constituent Corporation's transfer agent any transfer or other taxes payable by reason of issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of AlphaSmart Delaware that such tax has been paid or is not payable.

#### IV. CONDITIONS TO THE MERGER

The obligations of the Constituent Corporations under this Agreement are subject to the fulfillment, or the waiver by the parties, on or before the Effective Date, of each of the following:

- 4.1 The shareholders of AlphaSmart California shall have approved the Merger.
- 4.2 The sole stockholder of AlphaSmart Delaware shall have approved the Merger.
- 4.3 All consents required to be obtained by the Constituent Corporations to effect the Merger shall have been obtained.

#### V. GENERAL

5.1 Further Assurances. From time to time, as and when required by AlphaSmart Delaware or by its successors or assigns, there shall be executed and delivered on behalf of AlphaSmart California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary to vest or perfect in or conform of record or otherwise by AlphaSmart Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of AlphaSmart California and otherwise to carry out the purposes of this Agreement, and the officers and directors of AlphaSmart Delaware are fully authorized in the name and on behalf of AlphaSmart California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5.2 Abandonment. At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either AlphaSmart California or of AlphaSmart Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of AlphaSmart California or the sole stockholder of AlphaSmart Delaware. In the event of the termination of this Agreement, the Agreement shall become void and of no effect and there shall be no obligations on either Constituent Corporation or their respective Board of Directors or stockholders with respect thereto.

5.3 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange

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for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation; (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

5.4 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 2711 Centerville Road, Wilmington, County of New Castle, Delaware 19808 and the Corporation Service Company is the registered agent of the Surviving Corporation at such address.

5.5 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 973 University Ave., Los Gatos, California 95032, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

5.6 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California Corporations Code.

5.7 Counterparts. To facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of AlphaSmart, Inc., a Delaware corporation, and the Board of Directors of AlphaSmart, Inc., a California corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereto duly authorized.

ALPHASMART, INC.,  
a Delaware corporation

By: James M. Walker  
James M. Walker,  
Chief Financial Officer

ALPHASMART, INC.,  
a California corporation

By: Manish D. Kothari  
Manish D. Kothari,  
President