

3/10/04

03-15-2004



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

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):

FPMI Communications, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Star Mountain, Inc.

Internal Address:

Street Address: 1101 King Street, Suite 500

City: Alexandria State: VA Zip: 22314

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware corporation 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: 6/30/02

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule

Additional number(s) attached Yes No

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

Name: Matthew Hanaghan

Internal Address: Nutter, McClennen & Fish, LLP

Street Address: World Trade Center West

155 Seaport Boulevard

City: Boston State: MA Zip: 02210

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

141449

DO NOT USE THIS SPACE

9. Signature.

Renee' Diana Sanft Name of Person Signing

Signature

3/10/04 Date

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

03/12/2004 6TOM11 00000035 2462972

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

01 FC:0521 40.00 OP 02 FC:0522 50.00 OP

EXHIBIT A
TRADEMARKS

Mark	Serial/Registration Number	Filing/Registration Date	Status
FedNews Online	2462972	6/19/01	Live
FedEd Seminars	2341404	4/11/00	Live
E-Fed	2400998	10/31/00	Live

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CERTIFICATE OF MERGER
OF
Provant Project Management, Inc.,
FPMI Communications, Inc.,
and
StarMedia, Inc.
with and into
Star Mountain, Inc.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 06/28/2002
020425511 - 2856051

Star Mountain, Inc., a corporation organized and existing under the Delaware General Corporation Law (the "DGCL"), hereby certifies pursuant to Section 252 of the DGCL as follows:

1. That the names of the constituent corporations to the merger are Star Mountain, Inc., a corporation organized under the laws of the State of Delaware, Provant Project Management, Inc., a corporation organized under the laws of the State of Delaware, FPMI Communications, Inc., a corporation organized under the laws of the State of Alabama, and StarMedia, Inc., a corporation organized under the laws of the State of Delaware.
2. That an Agreement and Plan of Merger (the "Merger Agreement") between the constituent corporations to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL.
3. That the surviving corporation in the merger is Star Mountain, Inc. (the "Surviving Company").
4. That the Certificate of Incorporation of the Surviving Company shall be its Certificate of Incorporation.
5. That the effective date of the merger shall be 11:59 p.m. on June 30, 2002.
6. That the executed Merger Agreement is on file at an office of the Surviving Company located at 3601 Eisenhower Avenue, Suite 450, Alexandria, VA 22304.
7. That the Surviving Company will furnish a copy of the Merger Agreement on request and without cost to any stockholder of the constituent corporations.
8. That the authorized capital stock of FPMI Communications, Inc. is:

Common	—	1,000	\$0.01 par value
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IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 28th day of June, 2002, and is being filed in accordance with Sections 251 and 252 of the DGCL by an authorized officer of the Surviving Company.

STAR MOUNTAIN, INC.

By: 
Timothy Schimkus, Vice President

1117841.1

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:

"FPMI COMMUNICATIONS, INC.", A ALABAMA CORPORATION,

"PROVANT PROJECT MANAGEMENT, INC.", A DELAWARE CORPORATION,

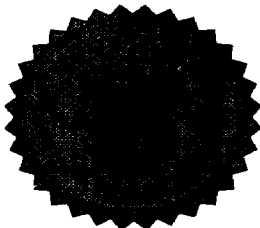
"STAR MEDIA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "STAR MOUNTAIN, INC." UNDER THE NAME OF "STAR MOUNTAIN, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2002, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2002, AT 11:59 O'CLOCK P.M.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 2978228

DATE: 03-09-04

RECORDED: 03/10/2004

TRADEMARK
REEL: 002926 FRAME: 0412