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4/20/04

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

American Educational Computer, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 8, 1991

2. Name and address of receiving party(ies)

Name: The American Education Corporation f/k/a Plasmedics, Inc. Address:

Street Address: 7506 N. Broadway, Suite 500 Oklahoma City, OK Zip: 73116

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,274,965 1,345,712

Additional number(s) attached 1,424,703 Yes No

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

Name: Jerry J. Dunlap II

Internal Address:

Street Address: P.O. Box 75404

Oklahoma City State: OK Zip: 73147

6. Total number of applications and registrations involved:

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

- Enclosed credit card 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.

Jerry J. Dunlap II

Name of Person Signing

Signature

Date

05-27-04

Total number of pages including cover sheet, attachments, and document: 20

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

OFFICE OF PENDING RECORDS JUN -7 PM 3:55 FINANCE SECTION

TRADEMARK

REEL: 002982 FRAME: 0937

RECORDATION COVER SHEET

Additional Conveying Parties

American Educational Computer, Inc., a Delaware corporation, merged into CMS Advertising Acquisitions, Inc., an Oklahoma corporation - Execution Date: March 10, 1989

CMS Advertising Acquisitions, Inc., amended their corporate name to American Educational Computer, Inc. - Execution Date: March 10, 1989

OFFICE OF THE SECRETARY OF STATE



MERGER CERTIFICATE

I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in this State, and am the proper officer to execute this certificate.

I FURTHER CERTIFY that Certificate of Merger was filed in this office on the 10th day of March, 1989, by and between the following corporations:

AMERICAN EDUCATIONAL COMPUTER, INC.
Delaware

merged into

CMS ADVERTISING ACQUISITIONS, INC.
Oklahoma
~~SHREVEPORT~~

I FURTHER CERTIFY that due to the merger, the surviving corporation: CMS ADVERTISING ACQUISITIONS, INC., amended their corporate name to: AMERICAN EDUCATIONAL COMPUTER, INC.

IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma.



Done at the City of Oklahoma City this 28th day of April, A.D. 1997.

Sam Cole
Secretary of State

By: *Kary Jones*

AEC-0148

FEE based on EITHER authorized capital OR capital invested in Oklahoma PLEASE CONSULT INSTRUCTIONS

MINIMUM FEE: \$300.00

CERTIFICATE OF QUALIFICATION

FILE IN DUPLICATE

PRINT CLEARLY

FILED
APR 29 1992
OKLAHOMA SECRETARY OF STATE
FOR OFFICE USE ONLY

PLEASE NOTE: This form MUST be filed with a certificate evidencing the corporate existence of the qualifying corporation issued by the proper certifying officer of the jurisdiction of its incorporation.

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned corporation, for the purpose of transacting business in the State of Oklahoma pursuant to Section 1130 of the Oklahoma General Corporation Act hereby states and certifies:

1. The name of the corporation is: THE AMERICAN EDUCATION CORPORATION (FORMERLY PLASMEDICS, INC.)

2. The corporation was duly incorporated under the laws of the State of: Colorado

3. The mailing address of the corporation's principal place of business, wherever located, is:

7506 N. BROADWAY, SUITE 505 OKLAHOMA CITY OK 73118
NUMBER STREET CITY STATE ZIP CODE COUNTRY

4. The name of the registered agent in Oklahoma is the SECRETARY OF STATE.

5. The name and address of its additional registered agent in Oklahoma, if any, is:

NAME STREET CITY COUNTY ZIP CODE
(P.O. BOXES ARE NOT ACCEPTABLE)

6. The business it proposes to do in Oklahoma is: MANUFACTURE AND DISTRIBUTE EDUCATIONAL PRODUCTS

RECEIVED
APR 22 1992
OKLAHOMA SECRETARY OF STATE

RECEIVED
MAR 23 1992
OKLAHOMA SECRETARY OF STATE

7. The business which the corporation proposes to do in the State of Oklahoma is a business the corporation is authorized to do in the jurisdiction of its incorporation.

AEC-0047

DP.871426129

Change of Name

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
PLASMEDICS, INC., (C/S)

4/28/04 1:47
SUNITE 110.00

Pursuant to the provisions of the Colorado Corporation Code, Plasmedics, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Plasmedics, Inc.

SECOND: The following amendments to the Articles of Incorporation were adopted by a vote of the shareholders of the Corporation sufficient for approval at a meeting held on August 15, 1991, in the manner prescribed by the Colorado Corporation Code:

Article First of the Articles of Incorporation of the Corporation is amended in its entirety by substitution of the following article:

"FIRST: The name of the Corporation is The American Education Corporation."

Article Fourth of the Articles of Incorporation of the Corporation is amended in its entirety by substitution of the following article:

"FOURTH: The aggregate number of shares of common stock which the Corporation shall have authority to issue is 15,000,000, each share to have a par value of \$.025. The aggregate number of shares of preferred stock which the Corporation shall have authority to issue is 50,000,000, each share to have a par value of \$.001. The Corporation may issue the preferred shares in series. Shares of each such series when issued shall be designated to distinguish them from shares of all other series. The Board of Directors of the Corporation is hereby expressly authorized, by resolution or by resolutions, to provide out of the unissued preferred shares, for the issuance of one or more series of preferred shares and to fix the number of shares included in any or all series of preferred shares and any and all of the designations, relative rights, preferences and limitations of any or all such series."

THIRD: The manner in which any exchange, reclassification or cancellation of issued share provided for in the Amendment shall be effected is as follows: Concurrent with the filing of these Articles of Amendment to the Articles of Incorporation, the Corporation shall effect a one-for-twenty-five split of the

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COMPUTER UPDATE COMPLETE

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shares of the Corporation's outstanding common stock, so that each twenty-five shares of the outstanding common stock, \$.001 par value, shall become one share of outstanding common stock, \$.025 par value. All outstanding certificates representing shares of the Corporation's common stock will be treated for all appropriate purposes as representing shares in the appropriately reduced number of shares.

FOURTH: The manner in which the Amendment effects a change in the amount of stated capital and the amount of stated capital changed by the Amendment is as follows: NONE.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Articles of Incorporation to be executed this 15th day of August, 1991.

PLASMEDICS INC

By: Jeffrey E. Butler, President

ATTEST:

By: Monty C. McCurry, Assistant Secretary

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Before me, Steven L. Bramham, a Notary Public in and for said County and State, Jeffrey E. Butler and Monty C. McCurry subscribed to the foregoing Articles of Amendment to the Articles of Incorporation of Plasmedics, Inc. and appeared before me this day in person and acknowledged that they signed and delivered the said instrument in writing as their true and voluntary act for the purposes and uses therein set forth and that the facts contained therein are true.

WITNESS my hand and official seal this 15th day of August, 1991.

Steven L. Bramham
Notary Public

My Commission Expires: May 24, 1995

PLAS7:

ASSIGNMENT

For and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, AMERICAN EDUCATIONAL COMPUTER, INC., an Oklahoma corporation ("Assignor"), does hereby transfer, set over, assign, and convey to PLASMEDICS, INC., a Colorado corporation ("Assignee"), all right, title, and interest of Assignor in and to that certain trademark "Micro-Read", Registration No. 1,274,965, registered April 24, 1984 in the United States Patent and Trademark Office, a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of January 8, 1991.

ASSIGNOR: AMERICAN EDUCATIONAL COMPUTER, INC., an Oklahoma corporation

By: W. Douglas Frans
W. Douglas Frans, President

ATTEST:

Secretary

(SEAL)

ASSIGNEE: PLASMEDICS, INC., a Colorado corporation

By: Jeffrey E. Butler
Jeffrey E. Butler, President

ATTEST:

Secretary

(SEAL)

STATE OF Oklahoma
COUNTY OF Oklahoma } SS:

The foregoing instrument was acknowledged before me this 8th day of January, 1991, by W. Douglas Frans, President of American Educational Computer, Inc., an Oklahoma corporation, on behalf of the corporation.

Janice G. Dobb
Notary Public

My Commission Expires:

September 20, 1992
(SEAL)

STATE OF Oklahoma
COUNTY OF Oklahoma } SS:

The foregoing instrument was acknowledged before me this 8th day of January, 1991, by Jeffrey E. Butler, President of Pysmedics, Inc., a Colorado corporation, on behalf of the corporation.

Janice G. Dobb
Notary Public

My Commission Expires:

September 20, 1992
(SEAL)

41898

ASSIGNMENT

For and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, AMERICAN EDUCATIONAL COMPUTER, INC., an Oklahoma corporation ("Assignor"), does hereby transfer, set over, assign and convey to PLASMEDICS, INC., a Colorado corporation ("Assignee"), all right, title and interest of Assignor in and to that certain trademark "Miscellaneous Design", U.S. Registration No. 1,345,712, registered July 2, 1985, in the United States Patent and Trademark Office, a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of January 8, 1991.

ASSIGNOR: AMERICAN EDUCATIONAL COMPUTER, INC., an Oklahoma corporation

By: W. Douglas Frans
W. Douglas Frans, President

ATTEST:

Secretary

(SEAL)

ASSIGNEE: PLASMEDICS, INC., a Colorado corporation

By: Jeffrey E. Butler
Jeffrey E. Butler, President

ATTEST:

Secretary

(SEAL)

STATE OF Oklahoma
COUNTY OF Oklahoma SS:

The foregoing instrument was acknowledged before me this 1st day of January, 1991, by W. Douglas Frans, President of American Educational Computer, Inc., an Oklahoma corporation, on behalf of the corporation.

Janice S. Helt
Notary Public

My Commission Expires:

September 20, 1992

(SEAL)

STATE OF Oklahoma
COUNTY OF Oklahoma SS:

The foregoing instrument was acknowledged before me this 1st day of January, 1991, by Jeffrey E. Butler, President of Plasmedics, Inc., a Colorado corporation, on behalf of the corporation.

Janice S. Helt
Notary Public

My Commission Expires:

September 20, 1992

(SEAL)

ASSIGNMENT

For and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, AMERICAN EDUCATIONAL COMPUTER, INC., an Oklahoma corporation ("Assignor"), does hereby transfer, set over, assign, and convey to PLASMEDICS, INC., a Colorado corporation ("Assignee"), all right, title, and interest of Assignor in and to that certain trademark "Excel-A-Read", Registration No. 1,424,703, registered January 13, 1987 in the United States Patent and Trademark Office, a copy of which is attached hereto as Exhibit "A" and incorporated herein by this reference.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of January 8, 1991.

ASSIGNOR: AMERICAN EDUCATIONAL COMPUTER, INC., an Oklahoma corporation

By: W. Douglas Frans
W. Douglas Frans, President

ATTEST:

Secretary

(SEAL)

ASSIGNEE: PLASMEDICS, INC., a Colorado corporation

By: Jeffrey E. Butler
Jeffrey E. Butler, President

ATTEST:

Secretary

(SEAL)

STATE OF Oklahoma
COUNTY OF Oklahoma SS:

The foregoing instrument was acknowledged before me this 8th day of January, 1991, by W. Douglas Frans, President of American Educational Computer, Inc., an Oklahoma corporation, on behalf of the corporation.

Janice A. Stahl
Notary Public

My Commission Expires:

September 20, 1992
(SEAL)

STATE OF Oklahoma
COUNTY OF Oklahoma SS:

The foregoing instrument was acknowledged before me this 8th day of January, 1991, by Jeffrey E. Butler, President of Plasmedics, Inc., a Colorado corporation, on behalf of the corporation.

Janice A. Stahl
Notary Public

My Commission Expires:

September 20, 1992
(SEAL)

41908

ASSET PURCHASE AGREEMENT BETWEEN
AMERICAN EDUCATIONAL COMPUTER, INC.
AND PLASMEDICS, INC.

CLOSING MEMORANDUM

45 of
January 8, 1991

This memorandum outlines the action taken in connection with the Asset Purchase Agreement (the "Agreement") between American Educational Computer, Inc. an Oklahoma corporation ("AEC"), and Plasmedics, Inc., a Colorado corporation ("Plasmedics").

I.

ACTION TAKEN PRIOR TO THE CLOSING

A. Directors' Action Taken By AEC and Plasmedics

On November 21, 1990, AEC and Plasmedics entered into a letter of intent relating to a proposed purchase of assets of AEC by Plasmedics.

By action taken by Plasmedics' Board of Directors as of December 31, 1990, the Board of Directors of Plasmedics took all corporate action necessary to authorize the purchase of assets pursuant to the Agreement and all transactions contemplated thereby.

By action taken by AEC's Board of Directors as of December 31, 1990, the Board of Directors of AEC took all corporate action necessary to authorize the sale of assets pursuant to the Agreement and all transactions contemplated thereby.

B. Stockholders' Action

The sole stockholder of AEC, UNICO, Inc., by action taken by UNICO's Board of Directors as of December 31, 1990, took all corporate action necessary to authorize the Agreement and all transactions contemplated thereby.

C. Escrow

AEC and Plasmedics entered into an Escrow Agreement dated December 31, 1990 (the "Escrow Agreement") with Andrews Davis Legg Bixler Milsten & Price, Inc. ("Andrews Davis") serving as

AEC-0040

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escrow agent. Pursuant to the terms of the Escrow Agreement, Plasmedics delivered a cashier's check in the amount of \$190,000, the \$300,000 Promissory Note, and the \$600,000 Convertible Note to Andrews Davis.

II.

ASSET PURCHASE AGREEMENT

The Asset Purchase Agreement was executed by AEC and Plasmedics as of December 31, 1990.

III.

THE CLOSING

The Closing was held on January 8, 1991, at the offices of Andrews Davis Legg Bixler Milsten & Price in Oklahoma City, Oklahoma. The persons present at the Closing are listed on Appendix "A" hereto.

The following steps were taken as part of a simultaneous transaction and no delivery was considered to have been completed until all steps had been taken.

A. AEC and Plasmedics delivered the Escrow Instructions to Andrews Davis Legg Bixler Milsten & Price, Inc.

B. AEC Delivered to Plasmedics:

1. Bill of Sale.
2. Assignments of the trademarks, "A+", "Micro-Read", and "Excel-a-Read."
3. Assignments of the following agreements:
 - i. Development Agreement between AEC and Intentional Educations, Inc. dated August 9, 1988.
 - ii. License Agreement between AEC and College Bound Productions, Inc. dated December 22, 1987.
 - iii. License Agreement between AEC and Harrison & Co. Production dated September 9, 1988.
 - iv. License and Distribution Agreement between AEC and Apollo Educational Video dated March 13, 1989.

- v. Consignment Agreement between AEC and The Musicland Group, Inc. dated October 1, 1987.
 - vi. Publishing Agreement between AEC and David B. Martin dated July 21, 1983.
 - vii. Computer Software License and Consignment Agreement between AEC and Tandy Corporation dated May 3, 1990.
- 4. Pay-off letter from BancFirst.
 - 5. Certified copy of the Certificate of Incorporation and all amendments thereto of AEC, the Bylaws of AEC, and resolutions of the Board of Directors of AEC approving the Agreement.
 - 6. Certified copy of the resolutions of the Board of Directors of UNICO approving the Agreement.
 - 7. Certificate of Good Standing of AEC from the Oklahoma Secretary of State dated December 31, 1990.
 - 8. Opinion dated as of the Closing of Andrews Davis Legg Bixler Milsten & Price, Inc., pursuant to \$12.02 of the Agreement.

C. Plasmedics Delivered to AEC:

- 1. Cashier's check in the amount of \$190,000 (delivered by Andrews Davis as escrow agent).
- 2. \$200,000 Promissory Note (delivered by Andrews Davis as escrow agent).
- 3. \$600,000 Convertible Note (delivered by Andrews Davis as escrow agent).
- 4. Security Agreement.
- 5. UCC-1 Financing Statement.
- 6. Assumption Agreement.
- 7. Certified copy of the Articles of Incorporation and all amendments thereto of Plasmedics, the Bylaws of Plasmedics, and the resolutions of the Board of Directors of Plasmedics approving the Agreement.
- 8. Opinion dated as of Closing of Bearman & Taesnick Professional Corporation, pursuant to \$11.02 of the Agreement.

9. Certificate of Good Standing of Plasmedics from the Secretary of State of the State of Colorado dated December 24, 1990.

D. AEC and Plasmedics executed and delivered to the other the License to Product Developer.

E. The Closing Was Then Declared Completed.

IV.

ACTION SUBSEQUENT TO THE CLOSING

1. AEC is to file the UCC-1 Financing Statement with the Oklahoma County Clerk.

2. AEC is to amend its Certificate of Incorporation to change its name to a name dissimilar to American Educational Computer, Inc.

3. Plasmedics is to file the Assignments of the trademarks with the U.S. Patent and Trademark Office.

4. Plasmedics is to issue a check in the amount of \$_____ to AEC in payment of state and local sales taxes due on the sale of the tangible assets.

PLASMEDICS, INC.
a Colorado corporation

By: [Signature]
Jeffrey E. Butler, President

AMERICAN EDUCATIONAL COMPUTER, INC.,
a Delaware corporation

By: [Signature]
W. Douglas Frans, President

1998

**MINUTES OF THE ANNUAL MEETING
OF THE SHAREHOLDERS OF
PLASMEDICS, INC.**

August 15, 1991

The annual meeting of the shareholders of Plasmedics, Inc., a Colorado corporation, was convened on August 15, 1991 at 10:00 a.m., local time, at the offices of Bearman & Talasnick, 1200 Seventeenth Street, Suite 2600, Denver, Colorado, pursuant to written notice sent to all shareholders of record as of the close of business on June 27, 1991.

Jeffrey E. Butler called the meeting to order, and served as Chairman of the meeting. Monty C. McCurry served as Acting Secretary of the meeting. The Inspector, American Securities Transfer, Incorporated, announced that a majority of the outstanding shares of the Company's stock was present in person or by proxy. The Chairman declared that a quorum was present, the meeting duly convened and proceeded with its business.

The first order of business was the proposal relating to the election of the board of directors to serve until the next annual meeting of the shareholders of the Company or until their successors shall have been duly elected and qualified. The following persons were nominated: Jeffrey E. Butler; Newton W. Fink; and Monty C. McCurry. There were no additional nominations from the floor. The proxies were reported by the Inspector as follows:

<u>Name of Nominee</u>	<u>For</u>	<u>Withhold</u>
Jeffrey E. Butler	44,426,629	291,650
Newton W. Fink	44,427,279	291,000
Monty C. McCurry	42,750,029	1,968,250

The Chairman announced that the next item on the agenda was to amend the articles of incorporation to change the name of the Company to The American Education Corporation. After discussion, the following resolution was adopted by a vote of 44,486,128 for the proposal; 119,100 against the proposal; and 113,051 abstaining.

RESOLVED, That Article First of the Company's Articles of Incorporation be amended so that Article First reads as follows:

The name of the corporation is
"The American Education Corporation".

AEC-0044

The Chairman announced the proposal relating to the approval of the amendment to the Articles of Incorporation to effect a 1-for-25 stock split of the outstanding shares of the Company's outstanding common stock so that each 25 shares of outstanding common stock \$.001 par value, shall become 1 share of outstanding common stock, \$.025 par value; and to simultaneously amend the Company's Articles of Incorporation to provide that the authorized capital stock shall consist of 15,000,000 shares of common stock, \$.025 par value, and 50,000,000 shares of preferred stock, \$.001 par value. The following resolutions were adopted by a vote of 39,557,345 for; 764,100 against; and 208,017 abstaining.

RESOLVED, That Article Fourth of the Articles of Incorporation of the Company shall be amended in its entirety by substitution of the following articles:

"FOURTH: The aggregate number of shares of common stock which the corporation shall have authority to issue is 15,000,000, each share to have a par value of \$.025. The aggregate number of shares of preferred stock which the corporation shall have the authority to issue is 50,000,000, each share to have a par value of \$.001. The corporation may issue the preferred shares in series. Shares of each such series when issued shall be designated to distinguish them from shares of all other series. The Board of Directors of the corporation is hereby expressly authorized, by resolution or by resolutions, to provide out of the unissued preferred shares, for the issuance of one or more series of preferred shares and to fix the number of shares included in any or all series of preferred shares and any and all of the designations, relative rights, preferences and limitations of any or all such series."

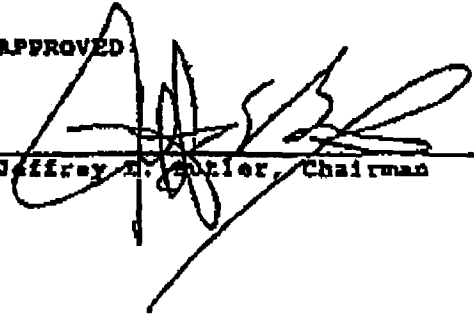
FURTHER RESOLVED, That the manner in which any exchange, reclassification or cancellation of issued shares provided for in the Amendment shall be effected as follows: Concurrent with the filing of the Articles of Amendment to the Articles of Incorporation, the corporation shall effect a one-for-twenty-five split of the shares of the corporation's outstanding common stock, so that each twenty-five shares of the outstanding common stock, \$.001 par value, shall become one share of outstanding common stock, \$.025 par value. All outstanding certificates representing shares of the corporation's common stock will be treated for all appropriate purposes as representing shares in the appropriately reduced number of shares.

There being no further business to come before the meeting,
upon motion duly made and seconded, the same was adjourned.

Respectfully submitted,

Monty C. McCurry
Acting Secretary

APPROVED


Jeffrey D. Butler, Chairman