TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cyberlearning Labs, Inc.		11/22/2004	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	ANGEL Learning, Inc.
Street Address:	7280 Innovation Blvd., Suite 215
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46278
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	78517950	MINDCLICK
Serial Number:	78510795	ANGEL

CORRESPONDENCE DATA

Fax Number: (317)231-7433
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3172311313
Email: mfrisby@btlaw.com
Correspondent Name: Mary Jane Frisby
Address Line 1:   11 South Meridian Street
Address Line 4:   Indianapolis, INDIANA   46204

NAME OF SUBMITTER:	Attorney
Signature:	/mjf/
Date:	02/16/2005

Total Attachments: 3

78517950

CH $65.00

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State of Indiana
Office of the Secretary of State
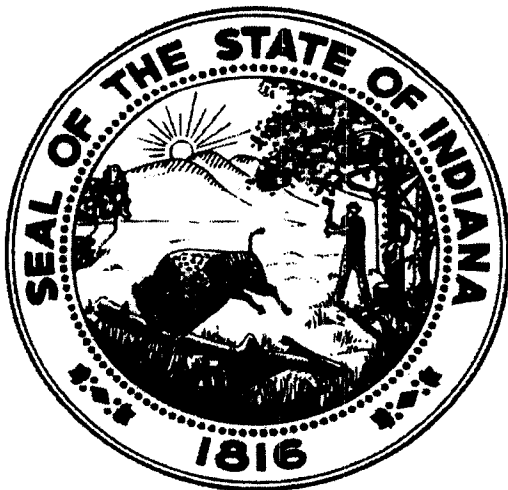
CERTIFICATE OF AMENDMENT

of

CYBERLEARNING LABS, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

ANGEL LEARNING, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, December 28, 2004.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 28, 2004.

TODD ROKITA,
SECRETARY OF STATE

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THIRD ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF CYBERLEARNING LABS, INC.

The undersigned officer of CyberLearning Labs, Inc., an Indiana corporation (the "Corporation"), pursuant to the provisions of the Indiana Business Corporation Law, as amended, (the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, hereby certifies the following facts:

ARTICLE I
AMENDMENT

Section 1. The date of incorporation of the Corporation is July 6, 2000.

Section 2. The exact text of Article I of the Articles of Incorporation of the Corporation is now as follows (the "Amendment"):

"ARTICLE I - NAME

The name of the Corporation is ANGEL Learning, Inc."

Section 3. The date of the Amendment's adoption is November 22, 2004.

ARTICLE II
MANNER OF ADOPTION AND VOTE

Section 1. Action by Directors. The Board of Directors of the Corporation, acting by unanimous written consent dated November 22, 2004, adopted resolutions (a) approving the Amendment, (b) directing that it be submitted to the Shareholders entitled to vote in respect of the Amendment and (c) recommending the adoption of the Amendment.

Section 2. Action by Shareholders. The Shareholders of the Corporation entitled to vote in respect of the Amendment adopted and approved the Amendment by unanimous written consent executed on November 22, 2004 and signed by all Shareholders entitled to vote.

Section 3. Compliance with Legal Requirements. The manner of adoption of the Amendment and the vote by which it was adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation and the By-Laws of the Corporation.

Section 4. Effective Date. The Amendment shall become effective when filed with the Indiana Secretary of State.

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment of the Articles of Incorporation and hereby verifies, subject to the penalties of perjury, that the statements contained herein are true this 22 day of November, 2004.

CYBERLEARNING LABS, INC.

By: _____
Christopher Clapp, President

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