

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/17/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LogicBay Corporation		03/17/2005	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	The KLI Learning Corporation
Street Address:	4900 Key Tower 127 Public Square
Internal Address:	c/o Squire, Sanders & Dempsey L.L.P.
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	76007376	LOGICBAY
Registration Number:	2550894	LOGICBUILDER

CORRESPONDENCE DATA

Fax Number: (415)393-9887
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4159540200
 Email: trademark@ssd.com
 Correspondent Name: Philip R. Zender, Esq.
 Address Line 1: One Maritime Plaza
 Address Line 2: Suite 300
 Address Line 4: San Francisco, CALIFORNIA 94111

NAME OF SUBMITTER:	Daniel G. Berick, Esq.
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CH \$65.00 76007376

Signature:

/dan berick/

Date:

03/24/2005

Total Attachments: 3

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Delaware

PAGE 1

The First State

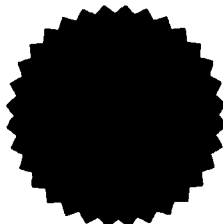
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LOGICBAY CORPORATION", A MINNESOTA CORPORATION,
WITH AND INTO "THE KLI LEARNING CORPORATION" UNDER THE NAME OF "THE KLI LEARNING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF MARCH, A.D. 2005, AT 7:32 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3614076 8100M

050221371



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3751336

DATE: 03-17-05

TRADEMARK
REEL: 003052 FRAME: 0663

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is THE KLI LEARNING CORPORATION, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is LOGICBAY CORPORATION, a Minnesota corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is THE KLI LEARNING CORPORATION, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

FIFTH: The authorized stock and par value of the non-Delaware corporation is 1,000 shares of common stock, par value \$.01 per share.

SIXTH: The merger is to become effective on March 17, 2005.

SEVENTH: The Agreement of Merger is on file at 91 North Main Street, Suite 200, Chagrin Falls, Ohio 44022, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 14th day of March, A.D., 2005

By: 
Authorized Officer

Name: Daniel G. Berick
Print or Type

Title: Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:46 PM 03/16/2005
FILED 07:32 PM 03/16/2005
SRV 050221371 - 3614076 FILE

ARTICLES OF MERGER
of
LOGICBAY CORPORATION
into
THE KLI LEARNING CORPORATION

Pursuant to the provisions of the Minnesota Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. The Articles and Agreement of Merger is attached hereto as Exhibit A.
2. The plan has been approved by the parent corporation in this parent-subsidary merger pursuant to Section 302A.621 of the Minnesota Statutes.
3. Logicbay Corporation has 1,000 authorized shares and 100 issued shares, par value \$0.01, all of which are owned by The KLI Learning Corporation.
4. The KLI Learning Corporation, a Delaware corporation, the surviving corporation agrees that:

It may be served with process in the state of Minnesota in any proceeding for the enforcement of an obligation of a constituent corporation.

The secretary of state is hereby irrevocably appointed as its agent to accept service of process in any such proceeding; and the address to which process may be forwarded is:

The KLI Learning Corporation, c/o Squire, Sanders & Dempsey L.L.P., ATTN: Daniel G. Berick, 4900 Key Tower 127 Public Square, Cleveland, Ohio 44114.

Date: March 14, 2005



Logicbay Corporation

By: Daniel G. Berick
Secretary

Date: March 14, 2005



The KLI Learning Corporation

By: Daniel G. Berick
Secretary