

11-30-2004



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11/26/04

ET

To the Director of the U. S. Patent and

documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Sallie Mae Servicing L.P.

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

Citizenship (see guidelines)

Execution Date(s)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?

- Yes
- No

Name: Sallie Mae, Inc.

Internal

Address:

Street Address: 12061 Bluemont Way

City: Reston

State: Virginia

Country: USA Zip: 20190

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

#2033703 "USA Group"

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

N/A

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

Name: Eric D. Reicin

Internal Address:

Street Address: 12061 Bluemont Way

City: Reston

State: Virginia Zip: 20190

Phone Number: 703-810-3000

Fax Number: 703-984-6510

Email Address: eric.d.reicin@slma.com

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 265.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers Expiration Date

b. Deposit Account Number 502407

Authorized User Name Lisa-Marie Bellovich

9. Signature:

Signature

Date

Eric D. Reicin

Name of Person Signing

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

6

Documents to be recorded (Including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003084 FRAME: 0381

11/29/2004
01 FC: 6521
02 FC: 6522

2033703
502407

40.00 DA
225.00 DA

	<u>Registration Number</u>	<u>Mark</u>
2	2125400	USA Group Enterprises
3	2033704	USA Group
4	2026992	USA Group Guarantee Services
5	2020964	USA Group Loan Services
6	2023880	USA Group Noel-Levitz
7	2393316	Noel-Levitz
8	2017876	USA Group Secondary Market Services
9	2020958	USA Group Tuition Payment Plans
10	1422583	Whizkid

+

Delaware

PAGE 1

The First State

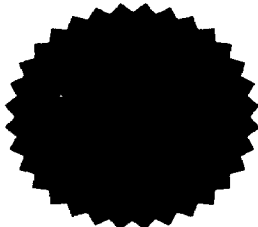
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SALLIE MAE SERVICING L.P.", A DELAWARE LIMITED PARTNERSHIP, WITH AND INTO "SALLIE MAE, INC." UNDER THE NAME OF "SALLIE MAE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF DECEMBER, A.D. 2003, AT 10:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2791248

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030782717

DATE: 12-05-03

TRADEMARK
REEL: 003084 FRAME: 0383

**CERTIFICATE OF MERGER
OF
SALLIE MAE SERVICING L.P.
INTO
SALLIE MAE, INC.**

(Under Section 17-211 of the Delaware Revised Uniform Limited Partnership Act and Section 263 of the General Corporation Law of the State of Delaware)

The undersigned corporation formed and existing under and by virtue of the General Corporation Law of the State of Delaware, 8 Del. C. §101, et seq. (the "DGCL").

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Sallie Mae Servicing L.P.	Delaware
Sallie Mae, Inc.	Delaware

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 263(c) of the DGCL, Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, 6 Del. C. § 17-101, et seq. and, with respect to Sallie Mae, Inc., Section 228 of the DGCL.

THIRD: The name of the surviving Delaware corporation is Sallie Mae, Inc.

FOURTH: The certificate of incorporation of Sallie Mae, Inc. shall be the certificate of incorporation of the surviving corporation:

FOURTH: The merger of Sallie Mae Servicing L.P. into Sallie Mae, Inc. shall be effective on December 31, 2003, at 11:59 o'clock p.m. eastern standard time.

FIFTH: The executed Agreement of Merger is on file at a place of business of the surviving Delaware corporation. The address of such place of business of the surviving Delaware corporation is 11600 Sallie Mae Drive, Reston, Virginia 20193.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving Delaware corporation, on request and without cost, to any partner of Sallie Mae Servicing L.P., and to any stockholder of or other person holding an interest in Sallie Mae, Inc.

RLF1-3648962-1

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:11 PM 12/04/2003
FILED 10:11 PM 12/04/2003
SRV 030779377 - 2651098 FILE

RECORDED: 11/26/2004

TRADEMARK
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