

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/01/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Academic Management Services, Inc.		08/09/2005	CORPORATION: MARYLAND
RECEIVING PARTY DATA			
Name:	Sallie Mae, Inc.		
Street Address:	12061 Bluemont Way		
City:	Reston		
State/Country:	VIRGINIA		
Postal Code:	20190		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	2283237	AMS EDUCATION LOAN TRUST	
Registration Number:	2357210	AMS WEBACCESS	
Serial Number:	76465329	AMS	
Registration Number:	2873368	AMS TUITIONPAY	
Registration Number:	2492518	AMS	
Registration Number:	1308321	AMS	
Registration Number:	2342553	ACADEMIC MANAGEMENT SERVICES	
Registration Number:	2569568	TUITIONPAY	
Registration Number:	2342552	AMS ACADEMIC MANAGEMENT SERVICES	
Registration Number:	2328195	GRADADVANTAGE	
Serial Number:	78567571	GRADUATION BONUS	
Serial Number:	78567848	ONE PLUS ONE LOAN	

CH \$315.00 2283237

CORRESPONDENCE DATA

Fax Number: (703)984-6500

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 703-810-3000

Email: eric.d.reicin@slma.com

Correspondent Name: Eric D. Reicin

Address Line 1: 12061 Bluemont Way

Address Line 4: Reston, VIRGINIA 20190

NAME OF SUBMITTER:

Eric D. Reicin

Signature:

/eric.d.reicin/

Date:

08/09/2005

Total Attachments: 9

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State of Maryland
**Department of
Assessments and Taxation**

Charter Division



6/1/05
Robert L. Ehrlich, Jr.
Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 21202-3219

Date: 05-31-2005

This letter is to confirm acceptance of the following filing:

ENTITY NAME : SALLIE MAE, INC.
DEPARTMENT ID : F07721574
TYPE OF REQUEST : ARTICLES OF MERGER
DATE FILED : 05-31-2005
TIME FILED : 10:25-AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000361991423462
CUSTOMER ID : 0001620243
WORK ORDER NUMBER : 0001063281

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore metro area (410)767-1350
Outside metro area (888)246-5941

ARTICLES OF MERGER

MERGING

Academic Management Services, Inc.
(a Corporation of the State of Maryland)

INTO

Sallie Mae, Inc.
(a Corporation of the State of Delaware)

TO BE EFFECTIVE JUNE 1, 2005

FIRST: Sallie Mae, Inc., a corporation organized and existing under the laws of the State of Delaware, and Academic Management Services, Inc. a corporation organized and existing under the laws of the State of Maryland, agree that Academic Management Services, Inc., shall be merged into said Sallie Mae, Inc. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: Sallie Mae, Inc., a corporation organized and existing under the laws of the State of Delaware, shall survive the merger and shall continue under the name Sallie Mae, Inc.

THIRD: The parties to the articles of merger are Sallie Mae, Inc. a corporation organized on the 12th day of March, 1997, under the General Corporation Law* of the State of Delaware which corporation was qualified to do business in the State of Maryland on the 2nd day of January, 2004, and Academic Management Services, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The total number of shares of stock of all classes, which said Sallie Mae, Inc. has authority to issue is One Thousand (1,000) shares of common stock of the par value of (\$0.01) each,

The total number of shares, of stock of all classes which said Academic Management Services, Inc. has authority to issue is One Hundred Thousand (100,000) shares of common stock of the par value of (\$1.00) each,

SIXTH: The principal office of said Academic Management Services, Inc. organized under the laws of the State of Maryland, is located at 463 Swansea Mall Drive, Swansea, MA 02777.

Said Academic Management Services, Inc., the merged corporation owns no property in State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

2005 MAY 31 AM 10:25

TRADEMARK

REEL: 003137 FRAME: 0487

SEVENTH: The location of the principal office of the surviving corporation in the State of Delaware, the state of its incorporation, is 12061 Bluemont Way, Reston, Virginia, 20190 and the name and post office address of a resident agent of said surviving corporation in Maryland The Corporation Trust Incorporated 300 East Lombard Street Baltimore, MD 21202.

EIGHTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by Academic Management Services, Inc., (Maryland corporation) in the manner and by the vote required by its charter and the laws of Maryland. The manner in which the merger was approved is as follows:

The merger was (a) duly advised by the board of directors of said Academic Management Services, Inc., (Maryland Corporation) by the adoption on May 6, 2005 of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and (b) duly approved by the stockholders of said corporation in the manner required by law on May 6, 2005.

NINTH: The terms and conditions of the transaction as set forth in these articles were duly advised and authorized and approved by said Sallie Mae, Inc. (surviving corporation) in the manner and by the vote required by the laws of the State of Delaware and by the charter of the said corporation.

The manner in which the merger was approved is as follows:

The merger was (a) duly advised by the board of directors of said Sallie Mae, Inc. (Delaware Corporation) by the adoption on May 6, 2005 of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and (b) duly approved by the stockholders of said corporation in the manner required by law on May 6, 2005.

IN WITNESS WHEREOF, Sallie Mae, Inc. and Academic Management Service, Inc., the corporation parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-president and witnessed or attested by their respective secretaries or assistant secretaries, as of the 9th day of May, 2005.

SALLIE MAE, INC.

By Paul J. Mayer
Paul J. Mayer, Vice President

Attest: (Witness)

Mary F. Eure
Mary F. Eure, Secretary

ACADEMIC MANAGEMENT SERVICES, INC.

By Paul J. Mayer
Paul J. Mayer, Vice President

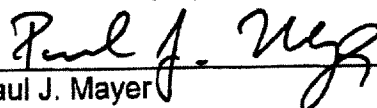
Attest: (Witness)

Mary F. Eure
Mary F. Eure, Secretary

THE UNDERSIGNED, President (or Vice-President) of Sallie Mae, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Paul J. Mayer

THE UNDERSIGNED, President (or Vice-President) of Academic Management Services, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Paul J. Mayer

(NOTE:

Names must be typed under all signatures. Also, document must have backer setting forth the name and address of C T forwarding office to which certificate, receipt, acknowledgement or certified copies are to be returned.)

CT CORPORATION SYSTEM

300 East Lombard Street
Baltimore, MD 21202
Tel. 410 539 2837
Fax 410 332 1178

**I hereby consent to act as resident agent in Maryland for the entity
named in the attached document.**



**Billie J. Swoboda, V.P.
The Corporation Trust Incorporated**

6/1/05

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:

"ACADEMIC MANAGEMENT SERVICES, INC.", A MARYLAND CORPORATION,

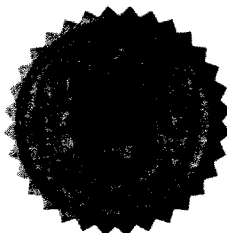
WITH AND INTO "SALLIE MAE, INC." UNDER THE NAME OF "SALLIE MAE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF MAY, A.D. 2005, AT 2:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JUNE, A.D. 2005.

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

2651098 8100M

050379434



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3870453

DATE: 05-10-05

TRADEMARK
REEL: 003137 FRAME: 0492

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:29 PM 05/10/2005
FILED 02:21 PM 05/10/2005
SRV 050379434 - 2651098 FILE

CERTIFICATE OF MERGER

OF

Academic Management Services, Inc.

INTO

Sallie Mae, Inc.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Sallie Mae, Inc.	DE
Academic Management Services, Inc.	MD

SECOND: That an Agreement of Merger between the parties 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 General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Sallie Mae, Inc., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Sallie Mae, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 12061 Bluemont Way, Reston, VA 20190.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.