

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/22/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Campus America, Inc.		12/22/2005	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

Name:	Jenzasoft, Inc.
Street Address:	5 Cambridge Center
Internal Address:	Jenzabar, Inc.
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02142
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2395757	CAMPUSCONNECT
Registration Number:	2390880	CAMPUSAMERICA
Registration Number:	1518478	CAMPUS AMERICA
Registration Number:	2308967	
Registration Number:	1624821	CAMPUSWORLD
Registration Number:	1514479	POISE
Registration Number:	1140552	POISE

**CORRESPONDENCE DATA**

Fax Number: (617)812-0225  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617 492 9099 X269  
 Email: Jamison.Barr@jenzabar.net

CH \$190.00 2395757

Correspondent Name: Jamison Barr  
Address Line 1: 5 Cambridge Center  
Address Line 2: Jenzabar, Inc.  
Address Line 4: Cambridge, MASSACHUSETTS 02142

ATTORNEY DOCKET NUMBER:	084344-2/JENZABAR
NAME OF SUBMITTER:	Jamison Barr
Signature:	/jamison barr/
Date:	01/18/2006

**Total Attachments: 9**

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RECORDATION FORM COVER SHEET

Name of Conveying Party: Campus America, Inc.

Name of Receiving Party: Jenzasoft, Inc.

Application numbers or registration numbers of Trademarks

<u>Trademark</u>	<u>Registration Number</u>
CAMPUSCONNECT	2395757
CAMPUS AMERICA	2390880
CAMPUS AMERICA	1518478
TRIAD LOGO	2308967
CAMPUSWORLD	1624821
POISE	1514479
POISE	1140552

# Delaware

PAGE 1

*The First State*

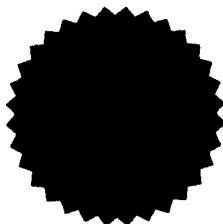
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CAMPUS AMERICA, INC.", A TENNESSEE CORPORATION,  
WITH AND INTO "JENZASOFT, INC." UNDER THE NAME OF  
"JENZASOFT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2005, AT 1:59  
O'CLOCK P.M.

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

3168806 8100M

051053543



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4398425

DATE: 12-22-05

TRADEMARK  
REEL: 003229 FRAME: 0333

CERTIFICATE OF MERGER  
OF  
CAMPUS AMERICA, INC.  
INTO  
JENZASOFT, 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
Jenzasoft, Inc.	Delaware
Campus America, Inc.	Tennessee

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 Title 8, Section 252 of the General Corporation Law of Delaware.

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

FOURTH: That the Certificate of Incorporation of Jenzasoft, 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 c/o Jenzabar, Inc. 5 Cambridge Center, 11<sup>th</sup> Floor, Cambridge, MA 02142.

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.

**SEVENTH:** The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class of Share	Number	Par value per share or statement that shares are without par value
Campus America, Inc.	Class B Common	924,676	None

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, this 1<sup>st</sup> day of December, 2005.

JENZASOFT INC.

By: 

Name: Alan MacDonald

Title: CFO

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 12/27/05  
REQUEST NUMBER: 5632-1071  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 12/22/05 1229  
EFFECTIVE DATE/TIME: 12/22/05 1229  
CONTROL NUMBER: 0095813

TO:  
CT CORPORATION SYSTEM  
101 FEDERAL STREET  
SUITE 300  
BOSTON, MA 02110

RE:  
NON-QUALIFIED CORPORATION  
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER  
WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE  
OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS  
PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH  
THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH  
OFFICE IS IN TENNESSEE.

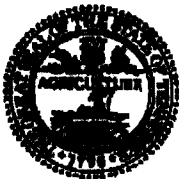
FOR: ARTICLES OF MERGER

ON DATE: 12/27/05

FROM:  
CT CORPORATION SYSTEM (BOSTON, MA.)  
101 FEDERAL STREET  
SUITE 300  
BOSTON, MA 02110-0000

	FEE	
RECEIVED:	\$100.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$100.00

RECEIPT NUMBER: 00003833766  
ACCOUNT NUMBER: 00000012



SS-4458

*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

TRADEMARK  
REEL: 003229 FRAME: 0337



47

ARTICLES OF MERGER and PLAN OF MERGER (the ~~Articles~~ <sup>STATUTES</sup>)

RECEIVED  
TENNESSEE

of

2005 DEC 22 PM 12: 29

CAMPUS AMERICA, INC.,  
a Tennessee corporation ("*Campus America*")

RILEY DARNELL  
SECRETARY OF STATE

into

JENZASOFT, INC.,  
a Delaware corporation ("*Jenzasoft*")

**FILED**

5632-1071

December 21, 2005

Pursuant to the provisions of the Tennessee Business Corporation Act, the undersigned corporations hereby agree to the following:

I. **FIRST:** Jenzasoft hereby merges into itself Campus America, and Campus America shall be, and hereby is, merged into Jenzasoft, with Jenzasoft being the surviving corporation.

II. **SECOND:** The Certificate of Incorporation of Jenzasoft, as is in effect on the date hereof, shall continue in full force and effect as the Certificate of Incorporation of Jenzasoft.

III. **THIRD:** The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

A. Each share of common stock of the surviving corporation, Jenzasoft, which shall be issued and outstanding as of the date hereof shall remain issued and outstanding.

B. Each share of common stock of the merged corporation which shall be outstanding as of the date hereof and all rights in respect thereto shall forthwith be changed and converted into 1/9,546.76 shares of common stock of Jenzasoft, the surviving corporation.

C. After the effective date of the merger, each holder of an outstanding certificate representing shares of common stock of Campus America, the merged corporation, shall surrender the same to Jenzasoft, the surviving corporation, and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of Campus America, the merged corporation, to be converted into the stock of the surviving corporation, as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of the merger, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled, and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

TRADEMARK

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IV. FOURTH: The by-laws of the surviving corporation as they shall exist on the date hereof shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

V. FIFTH: The directors and officers of the surviving corporation shall continue in office until their successors shall have been elected and qualified.


VI. SIXTH: Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed, and all property, rights, and every other interest of the surviving corporation and the merged corporation shall effectively be the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

VII. SEVENTH: Anything herein or elsewhere to the contrary notwithstanding, this articles may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that these articles have been filed with the Secretary of State. These articles may be amended by the Board of Directors of its constituent corporations at any time prior to the time that these articles have been filed with the Secretary of State, provided that an amendment made subsequent to the adoption of these articles by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of these articles if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

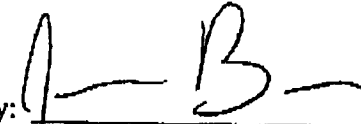
VIII. EIGHTH: The Board of Directors of each constituent corporation adopted these Articles on December 21, 2005, and although approval by the shareholders was not required by Chapter 21 of Tennessee Business Corporation Act, the shareholders of each constituent corporation approved these Articles as well. These Articles and the performance of their terms were duly authorized by all action required by the laws of the state of incorporation for Jenzasoft, the State of Delaware.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 21 day of December, 2005.

JENZASOFT, INC.

By:   
Name: James Bark  
Title: Secretary

CAMPUS AMERICA, INC.

By:   
Name: James Bark  
Title: Secretary

5632-1073