

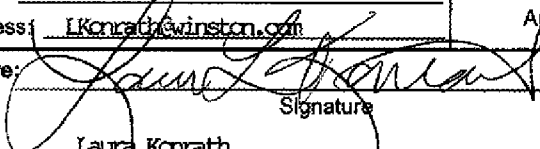
Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

8456 10

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies): Deltak Edu, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation- State: <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship (see guidelines) _____ Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Additional names, addresses, or citizenship attached? Name: <u>Rasmussen College, Inc.</u> Internal Address: _____ Street Address: <u>15 Salt Creek Lane</u> City: <u>Hinsdale</u> State: <u>IL</u> Country: <u>US</u> Zip: <u>60521</u> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship _____ <input type="checkbox"/> Other _____ Citizenship <u>Delaware</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)	
3. Nature of conveyance /Execution Date(s) : Execution Date(s) <u>September 26, 2005</u> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Change of Name</u>		4. Application number(s) or registration number(s) and identification or description of the Trademark. A. Trademark Application No.(s) <u>76/616,013 76/616,012</u> B. Trademark Registration No.(s) _____ Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): _____ _____ _____			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Laura Konrath</u> Internal Address: <u>Winston & Strawn LLP</u> Street Address: <u>35 W. Wacker Dr.</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u> Phone Number: <u>(312) 558-6352</u> Fax Number: <u>(312) 558-5700</u> Email Address: <u>LKonrath@winston.com</u>		6. Total number of applications and registrations involved: <u>2</u> 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65 <input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed	
9. Signature:  _____ Signature _____ Name of Person Signing		8. Payment Information: a. Credit Card Last 4 Numbers _____ Expiration Date _____ b. Deposit Account Number <u>232428</u> Authorized User Name <u>Laura Konrath</u> _____ Date <u>11/17/05</u> Total number of pages including cover sheet, attachments, and document: _____	

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

CH \$65.00 232428 76616013

Delaware

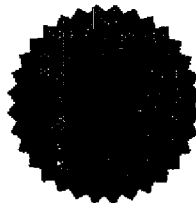
PAGE 1

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 AMENDMENT OF "DELTAK EDU, INC.", CHANGING ITS NAME FROM "DELTAK EDU, INC." TO "RASMUSSEN COLLEGE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2005, AT 5:18 O'CLOCK P.M.

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

3716769 8100
050787444



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4184265

DATE: 09-27-05

TRADEMARK
REEL: 003229 FRAME: 0897

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:21 PM 09/26/2005
FILED 05:18 PM 09/26/2005
SRV 050787444 - 3716769 FILE

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
DELTAK EDU, INC.**

Deltak edu, Inc., a corporation organized under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of its members, adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that Article First of the Certificate of Incorporation of the Corporation is hereby deleted and replaced in its entirety with the following:

"FIRST. The name of the corporation is Rasmussen College, Inc. (the "Corporation")."

SECOND: That in lieu of a meeting and vote of stockholders, stockholders holding at least a majority of the issued and outstanding stock of the Corporation have given their written consent to said amendment in accordance with the provisions of Section 228(a) of the Delaware General Corporation Law.

THIRD: That the aforesaid amendment was duly authorized and adopted in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

[signature page follows]

CH:1533864.1

**TRADEMARK
REEL: 003229 FRAME: 0898**

IN WITNESS WHEREOF, said Corporation has caused this certificate to be executed this 2nd day of August, 2005.

DELTAK EDU, INC..

By: 
Name: Robert E. King
Title: Chairman

ATTEST:

By: _____
Name: J. Michael Locke
Title: Secretary

IN WITNESS WHEREOF, said Corporation has caused this certificate to be executed this 2nd day of August, 2005.

DELTAK EDU, INC..

By: _____
Name: Robert E. King
Title: Chairman

ATTEST:

By: 
Name: J. Michael Locke
Title: Secretary