

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Optima Educational Solutions, Inc.		12/20/2005	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	HealthSTAR Educational Systems, Inc.
Street Address:	100 Woodbridge Center Drive
Internal Address:	Suite 202
City:	Woodbridge
State/Country:	NEW JERSEY
Postal Code:	07095
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2945621	OPTIMAVISION
Registration Number:	2686087	PSYCHIACOMP
Registration Number:	2638799	CRITICAL BREAKTHROUGHS IN PSYCHIATRY
Serial Number:	76586602	CLINICAL BREAKTHROUGHS

CORRESPONDENCE DATA

Fax Number: (215)988-2757
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-988-3311
 Email: PHTrademarks@dbr.com, stephen.meyers@dbr.com,
 judy.dale@dbr.com
 Correspondent Name: Stephen J. Meyers
 Address Line 1: 18th and Cherry Streets
 Address Line 2: One Logan Square

OP \$115.00 2945621

Address Line 4: Philadelphia, PENNSYLVANIA 19103-6996

ATTORNEY DOCKET NUMBER:	159103
NAME OF SUBMITTER:	Judy Dale
Signature:	/judy dale/
Date:	02/27/2006

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:

"OPTIMA EDUCATIONAL SOLUTIONS, INC.", A ILLINOIS CORPORATION,

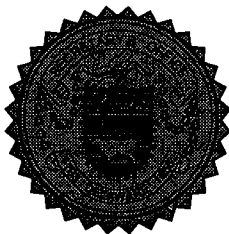
WITH AND INTO "HEALTHSTAR EDUCATIONAL SYSTEMS, INC." UNDER THE NAME OF "HEALTHSTAR EDUCATIONAL SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 11:42 O'CLOCK A.M.

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

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

3751873 8100M

051076102



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4420127

DATE: 01-04-06

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REEL: 003254 FRAME: 0183

CERTIFICATE OF MERGER

OF

OPTIMA EDUCATIONAL SOLUTIONS, INC.

AND

HEALTHSTAR EDUCATIONAL SYSTEMS, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Optima Educational Solutions, Inc., which is incorporated under the laws of the State of Illinois; and

(ii) HealthSTAR Educational Systems, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by Optima Educational Solutions, Inc. in accordance with the laws of the State of its incorporation and by HES in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is HealthSTAR Educational Systems, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of HealthSTAR Educational Solutions, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 100 Woodbridge Center Drive, Suite 202, Woodbridge, New Jersey 07095.

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the

TRADEMARK

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aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

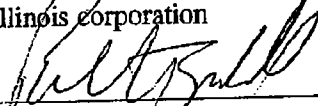
7. The authorized capital stock of Optima Educational Solutions, Inc. consists of 100,000 shares without par value

8. Each issued share of Optima Educational Solutions, Inc. shall, at the effective time of the merger, be converted into 1 (One) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

9. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 2005.

Dated: December 20, 2005

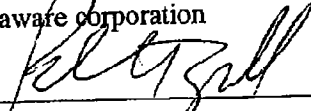
Optima Educational Solutions, Inc.
an Illinois corporation

By: 

Name: _____

Title: PAUL R. TYNDALL
SENIOR VICE PRESIDENT

HealthSTAR Educational Systems, Inc.
a Delaware corporation

By: 

Name: _____

Title: PAUL R. TYNDALL
SENIOR VICE PRESIDENT