

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Stairsteps.com, Inc. | | 06/08/2000 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Headsprout, Inc. | | |
| Street Address: | 127 Broadway Ave E., Suite 300 | | |
| City: | Seattle | | |
| State/Country: | WASHINGTON | | |
| Postal Code: | 98102 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2678635 | HEADSPROUT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (408)864-2044 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (408) 266-4700 | | |
| Email: | MRG@TechMark.com | | |
| Correspondent Name: | TechMark a Law Corporation | | |
| Address Line 1: | 4820 Harwood Road, 2nd Floor | | |
| Address Line 2: | Attn: Martin R. Greenstein | | |
| Address Line 4: | San Jose, CALIFORNIA 95124-5273 | | |
| ATTORNEY DOCKET NUMBER: | HEADSPROUT CHGNAME | | |
| NAME OF SUBMITTER: | Martin R. Greenstein | | |
| Signature: | /Martin R Greenstein/ | | |
| Date: | 08/30/2006 | | |

CH \$40.00 2678635

Total Attachments: 2

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "STAIRSTEPS.COM, INC.", CHANGING ITS NAME FROM "STAIRSTEPS.COM, INC." TO "HEADSPROUT, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



Edward J. Freel

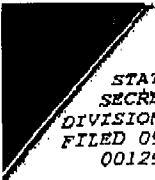
Edward J. Freel, Secretary of State

3038405 8100

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AUTHENTICATION: 0489690

DATE: 06-09-00



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/08/2000
001294234 - 3038405

--- CUST SERVICE --- 002

CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
STAIRSTEPS.COM, INC.


(Pursuant to Section 245 of General Corporation Law of the State of Delaware)

StairSteps.com, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation Law"), certifies as follows:

1. The Corporation's Certificate of Incorporation was first filed with the Delaware Secretary of State on May 5, 1999, pursuant to the Corporation Law.
2. The Corporation's Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors and stockholders in accordance with Sections 242 and 245 of the Corporation Law and filed with the Delaware Secretary of State on June 6, 1999.
3. The Board of Directors of the Corporation on June 7, 2000 duly adopted resolutions pursuant to Section 242 and 245 of the Corporation Law approving the amendment and restatement of the Corporation's Amended and Restated Certificate of Incorporation to change the Corporation's name from StairSteps.com, Inc. to Headsprout, Inc. and to increase the authorized Common Stock of the Corporation to 20,000,000 shares and the authorized Preferred Stock to 10,000,000 shares, to designate a Series B Preferred Stock and to establish the rights, preferences and privileges of such Series B Preferred Stock. The stockholders of the Corporation on June 7, 2000 duly approved such amendment and restatement of the Amended and Restated Certificate of Incorporation by written consent in accordance with Sections 228, 242 and 245 of the Corporation Law.
4. The Corporation's Amended and Restated Certificate of Incorporation is amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by a duly authorized officer on this 8th day of June, 2000.

STAIRSTEPS.COM, INC.

By: 
David Anderson, Vice President of Business
Development