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Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/05/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CPI Companies, Inc.		10/04/2006	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Crisis Prevention Institute, Inc.
Street Address:	3315-K N. 124th Street
City:	Brookfield
State/Country:	WISCONSIN
Postal Code:	53005
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1649062	CPI
Registration Number:	1988274	STREET SMART FROM 9 TO 5
Registration Number:	2016839	NONVIOLENT CRISIS INTERVENTION
Registration Number:	2999049	RESPECT, SERVICE AND SAFETY AT WORK
Registration Number:	3060909	PREPARE TRAINING

CORRESPONDENCE DATA

Fax Number: (216)579-0212

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

Phone: 216-586-7658

Email: jwwalworthjr@jonesday.com
Correspondent Name: James W. Walworth, Jr.
Address Line 1: 901 Lakeside Avenue

Address Line 2: JONES DAY

Address Line 4: Cleveland, OHIO 44114

TRADEMARK

REEL: 003410 FRAME: 0561

ATTORNEY DOCKET NUMBER:	560255-115157 (PJC)
NAME OF SUBMITTER:	James W. Walworth, Jr.
Signature:	/James W. Walworth, Jr./
Date:	10/17/2006
Total Attachments: 8 source=CPI Articles of Amendment#page1. source=CPI Articles of Amendment#page2. source=CPI Articles of Amendment#page3. source=CPI Articles of Amendment#page4. source=CPI Articles of Amendment#page5. source=CPI Articles of Amendment#page6. source=CPI Articles of Amendment#page7. source=CPI Articles of Amendment#page8.	tif tif tif tif tif tif tif tif tif

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OCT - 4 2006

WISCONSIN DFI

Sec. 180.11045 and 180.1105, Wis. Stats.

State of Wiscorisin DEPARTMENT OF FINANCIAL INSTITUTIONS Division of Corporate & Consumer Services



ARTICLES OF MERGER Domestic and Foreign For-Profit Corporations

Corporation Name:		Organized under the
CPI Companies, inc.		laws of Wi
		(state or country)
Does the above named non-surviving particular? Yes No Fyee, the surviving corporation is required acc, 73.14 of the Wisconsin Statutes. (Se	d to file a report with the Wisconsin De	
Corporation Name:		Organized under the
OPI World Group, Inc.	·	laws of Wi
		(state or country)
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TRADEMARK REEL: 003410 FRAME: 0563

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ATTACHMENT TO ARTICLES OF MERGER

1.	Non-Surviving Parties to the Marger (cont.):		
	Corporation Name	Organized under the Laws of:	Does this corporation have a fee simple ownership interest in any Wisconsin real estate?
	Global Vision Direct, Ltd.	WI	No
+ 	Compassion Publishing, Ltd.	WI	No
	International Association of Nonviolent Crisis Intervention Certified Instructors, Inc.	WI	No

STATE OF WISCONSIN
FILED

OCT - 5 2006

DEPORTMENT OF FINANCIAL METHATIONS

COI-1353974v3

TRADEMARK REEL: 003410 FRAME: 0565

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CRISIS PREVENTION INSTITUTE, INC.

A STOCK CORPORATION



Pursuant to Sections 180.1006 and 180.1007 of the Wisconsin Statutes, the Articles of Incorporation of Crisis Prevention Institute, Inc., (the "Corporation"), incorporated under the laws of the State of Wisconsin on December 20, 2000, are hereby amended and restated to read in their entirety as follows:

ARTICLE I: The name of the corporation (the "Corporation") is:

Crisis Prevention Institute, Inc.

ARTICLE II: The Corporation is organized under Ch. 180 of the Wisconsin Statutes.

ARTICLE III: The total number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value of \$1.00 per share.

ARTICLE IV: The name of the registered agent is CT Corporation System.

ARTICLE V: The address of the registered agent is 8025 Excelsior Drive, Suite 200, Madison, WI 53717.

Article VI: Blections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

ARTICLE VII: To the full extent permitted by the laws of the State of Wisconsin or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation.

Any repeal or modification of this Article Seven shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

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CLI-1453971vi

ARTICLE VIII: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the laws of the State of Wisconsin or any other applicable laws as presently or hereafter in affect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article. Any repeal or modification of this Article Eight shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ARTICLE IX: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the laws of the State of Wisconsin or other statutes, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

ARTICLE X: The Corporation reserves the right at any time and from time to time to amend, after, change or repeal any provision contained in these Restated Articles of Incorporation, and other provisions authorized by the laws of the State of Wisconsin at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Restated Articles of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the Vice President and Secretary of the Corporation, do hereby execute these Amended and Restated Articles of Incorporation this 4 day of October, 2006.

Name: Afric F. Hayes
Title: Vice President and Secretary

STATE OF WISCONSIN FILED

OCT - 5 2006

CLI-1453971v1

ARTICLES OF MERGER Domestic and Foreign Business C	••	
r	. 1	
i. A Enter your return address with! Phone number during the day: (in the bracket above.	
INSTRUCTIONS (Ref. Sec. 180, 11046 an	d 180.1105, Wis State for document content by along with the required filling fee of \$150 environment of Financial Institutions." Film	
Meiling Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7848 Medicon W 53707-7848	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Wisshington Ave — 3 rd Ft.	Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-268-8818
MOTIGE: This form may be used to accomd department. Information requested may be atternate formats upon request to qualifying	plish a tiling required or permitted by statute	to be made with the off can be made available in

- Enter the corporation name and state or country of organization of each non-surviving party to the margar,
 Definitions of foreign entity types are set forth in sec. 180.0103 (9), VMs. State. Select yea or no to indicate whether the
 non-surviving party has a fee simple ownership interest in any Wisconsin real estate. See sec. 73,14 and 77.25, Wis.
 State, or contact the Wisconsin Department of Revenue at (806)286-1584 for questions regarding fee simple
 ownership interest and the filing /equirements with that department.
- 2. Enter the corporation name (prior to any amendment to change the name) and state or country of organization of the surviving corporation.
- Indicate whether the surviving corporation is an indirect wholly owned autisidiary or parent. See sec. 180.11045,
 Vila, Stata, for requirements. See sec. 180.11045(1)(b), Vila, Stata, for definition.
- 4. This statement is required per sec. 160.1105 (1)(cm) of the Wis. Stats.
- 5. A. OR B. Indicate any amendments to the articles of incorporation of the surviving corporation in section A. If there are no amendments, indicate the name of the corporation that is a party to the merger whose articles of incorporation will be the articles of incorporation of the surviving corporation in section B.
- 6. This statement is required per sec, 180,1105(f) of the Wila. State.
- 7. This statement is required per sec. 180,1105(g) of the Wis. State.
- 8. (Optional) If the merger is to take effect at a time other than the close of business on the day the efficies of marger are delivered to the department for filing, state the effective date or date and time. An effective date may not be earlier than the date the document is delivered to the Department of Financial Institutions, nor a date more than 90 days after its delivery.
- 9. Enter the date of execution and the name and title of the person signing the document. If the document is executed in Wasconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

DFI/CORP/2001(C06/06)