

TRADEMARK ASSIGNMENT

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

CH \$140.00 1649062

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

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RECEIVED

OCT - 4 2006

WISCONSIN
DFI

Sec. 180.11045 and
180.1105, Wis.
Stats.

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



ARTICLES OF MERGER
Domestic and Foreign For-Profit Corporations

1. Non-Surviving Parties to the Merger:

Corporation Name: CPI Companies, Inc.	Organized under the laws of WI (state or country)
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Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the surviving corporation is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Corporation Name: CPI World Group, Inc.	Organized under the laws of WI (state or country)
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Does the above named non-surviving party have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the surviving corporation is required to file a report with the Wisconsin Department of Revenue under sec. 73.14 of the Wisconsin Statutes. (See instructions.)

Schedule more non-surviving parties as an additional page and indicate whether the non-surviving party has a fee simple ownership interest in any Wisconsin real estate.

2. Surviving Corporation:

Corporation Name: Crisis Prevention Institute, Inc.	STATE OF WISCONSIN FILED OCT - 5 2006 DEPARTMENT OF FINANCIAL INSTITUTIONS	Organized under the laws of WI (state or country)
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3. Indicate below if the surviving corporation is an indirect wholly owned subsidiary or parent:

The surviving corporation is a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent and the merger was approved in accordance with sec. 180.11045 and the requirements of sec. 180.11045(2) have been satisfied.

The surviving corporation is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

FILING FEE - \$150.00

DFI/CORP/2001(C06/06)

4. The plan of merger has been approved and adopted by each corporation that is a party to the merger as required under sec. 180.1103 or 180.1104, Wis. Stats., as applicable.

5. A. The articles of incorporation of the surviving corporation are amended as follows:

See attached Amended and Restated Articles of Incorporation.

OR

B. 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:

6. The executed plan of merger is on file at the principal place of business of the surviving corporation.

7. The surviving corporation will provide a copy of the plan of merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the surviving corporation of an amount equal to the cost of producing the copy, to any other interested person.

8. (OPTIONAL) Effective Date and Time of Merger

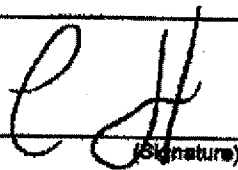
These articles of merger, when filed, shall be effective on _____ (date) at _____ (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 180.0123.

9. Executed on October 4, 2006 (date)
by the surviving corporation on behalf of all parties
to the merger.

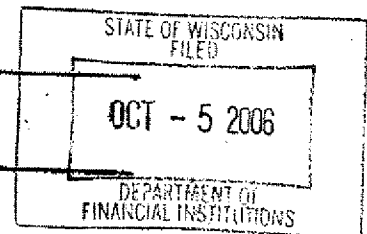
Mark (X) below the title of the person executing the
document.

Title: President OR Secretary
or other officer title _____



Anne F. Hayes

(Printed Name)



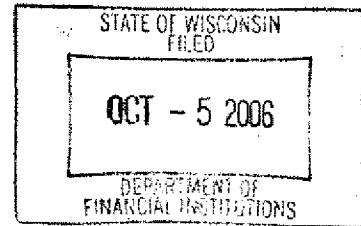
This document was drafted by: Thomas J. Hersch
(Name the individual who drafted the document)

DFV/CORP/2001(C06/06)

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ATTACHMENT TO ARTICLES OF MERGER

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



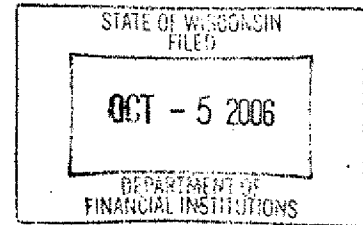
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

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: Elections 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.

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 effect. 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.

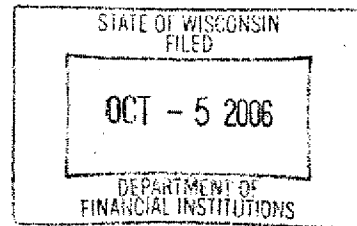
ARTICLE IX: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the laws of the State of Wisconsin or other statutes, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without 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, alter, 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 4th day of October, 2006.



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



Fee simple ownership interest Yes No (for DFI use only)

ARTICLES OF MERGER

Domestic and Foreign Business Corporations

L J
A Enter your return address within the bracket above.
Phone number during the day: () _____

INSTRUCTIONS (Ref. Sec. 180.11046 and 180.1105, Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under 180.0103(16).

Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7848 Madison WI 53707-7848	Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3 rd Fl. Madison WI 53703	Phone: 608-261-7577 FAX: 608-257-8813 TTY: 608-266-8818
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NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the corporation name and state or country of organization of each non-surviving party to the merger. Definitions of foreign entity types are set forth in sec. 180.0103 (9), Wis. Stats. Select yes 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. Stats., or contact the Wisconsin Department of Revenue at (800)296-1584 for questions regarding fee simple ownership interest and the filing requirements 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.
3. Indicate whether the surviving corporation is an indirect wholly owned subsidiary or parent. See sec. 180.11045, Wis. Stats. for requirements. See sec. 180.11045(1)(b), Wis. Stats. for definition.
4. This statement is required per sec. 180.1105 (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 Wis. Stats.
7. This statement is required per sec. 180.1105(g) of the Wis. Stats.
8. (Optional) If the merger is to take effect at a time other than the close of business on the day the articles of merger 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 Wisconsin, 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.

DFVCORP/2001(C06/06)