

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/11/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tech Enterprises, Inc.		08/11/2005	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Techbooks, Inc.
Street Address:	3110 Fairview Park Drive
Internal Address:	Suite 900
City:	Falls Church
State/Country:	VIRGINIA
Postal Code:	22042
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2707590	
Registration Number:	2714128	
Registration Number:	1424311	PUB NET
Registration Number:	2630205	TECHBOOKS
Registration Number:	2577712	TECHBOOKS
Registration Number:	2577711	TECHBOOKS
Registration Number:	2627391	TECHBOOKS
Registration Number:	2610916	XMLPUBLISH
Registration Number:	1775090	YORK'S XMATH
Registration Number:	1800528	YORK'S XTABLE

CORRESPONDENCE DATA

CH \$265.00 2707590

Fax Number: (650)493-6811
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 650-493-9300
Email: sschor@wsgr.com
Correspondent Name: Hollis Beth Hire/WILSON SONSINI ET AL
Address Line 1: 650 Page Mill Road
Address Line 4: Palo Alto, CALIFORNIA 94304-1050

ATTORNEY DOCKET NUMBER:	31938-900
NAME OF SUBMITTER:	Hollis Beth Hire
Signature:	/Hollis Beth Hire/
Date:	11/21/2006

Total Attachments: 5
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Delaware

PAGE 1

The First State

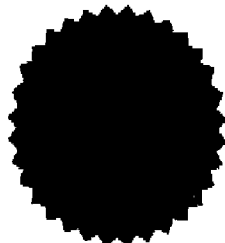
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"TECH ENTERPRISES, INC.", A VIRGINIA CORPORATION,
WITH AND INTO "TECHBOOKS, INC." UNDER THE NAME OF
"TECHBOOKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE ELEVENTH DAY OF AUGUST, A.D. 2005, AT 12:07 O'CLOCK
P.M.

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

4004497 8100M

050663349



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4085540

DATE: 08-11-05

TRADEMARK

REEL: 003432 FRAME: 0427

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:13 PM 08/11/2005
FILED 12:07 PM 08/11/2005
SRV 050653349 - 4004497 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

of

TECH ENTERPRISES, INC.
(a Virginia stock corporation)

into

TECHBOOKS, INC.
(a Delaware corporation)

It is hereby certified that:

1. Tech Enterprises, Inc. is a stock corporation of the Commonwealth of Virginia (hereinafter called "Tech Virginia" or the "Company"), the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The Company, as the owner of all of the outstanding shares of capital stock of TechBooks, Inc., a corporation of the State of Delaware (hereinafter called "Tech Delaware" or the "Subsidiary"), hereby merges itself into Tech Delaware.

3. In accordance with Section 253 of the Delaware General Corporate Law, the Board of Directors of Tech Virginia (the "Board") adopted resolutions to effect a merger of the Company into the Subsidiary on August 10, 2005, which read substantially as follows:

Merger of the Company with and into Subsidiary

RESOLVED: That it is deemed advisable and in the best interests of the Company and its shareholders, in order to effect the reincorporation of the Company in the State of Delaware, that the Subsidiary acquire all of the assets and assume all of the liabilities of the Company in a merger (the "Reincorporation") of the Company with and into the Subsidiary, in which the Subsidiary shall be the surviving corporation.

RESOLVED FURTHER: That, subject to shareholder approval of the Reincorporation, the Amended and Restated Certificate of Incorporation of the Subsidiary, in substantially the form attached hereto as Exhibit C, and Bylaws of the Subsidiary, in substantially the form attached hereto as Exhibit B, are hereby adopted and approved as the Certificate of Incorporation and Bylaws of the surviving corporation in the Reincorporation, to be effective at the effective time of the Reincorporation, with such modifications as may be necessary and in the

best interests of the Company and its shareholders in order to obtain such shareholder approval and effect such Reincorporation.

RESOLVED FURTHER: That the proper officers of the Company are hereby authorized, directed and empowered to effect the Reincorporation upon such terms and conditions as are set forth in the Agreement and Plan of Merger (the "Merger Agreement") in substantially the form attached hereto as Exhibit D, pursuant to which one share of Common Stock of the Subsidiary will be issued for each outstanding share of Common Stock of the Company and one share of each respective series of Preferred Stock of the Subsidiary will be issued for each outstanding share of each respective series of Preferred Stock of the Company.

RESOLVED FURTHER: That the Merger Agreement shall provide that, at the effective time of the Reincorporation, each outstanding and unexercised option, warrant and other right to purchase shares of Common Stock or Preferred Stock of the Company shall be assumed and shall become an option, warrant or other right to purchase a like number and type of shares of the Common Stock or the respective series of Preferred Stock of the Subsidiary at a like exercise price, and each existing and effective employee stock benefit plan, including the Company's 1997 Stock Option Plan (the "Stock Plan"), shall similarly be assumed as if such plan, option, warrant and other right to purchase shares of Common Stock or Preferred Stock of the Company, including the reservation of shares of Common Stock and Preferred Stock for issuance pursuant thereto, had been originally adopted and authorized by the Subsidiary.

RESOLVED FURTHER: That the proper officers of the Company are hereby authorized, directed and empowered, subject to approval of the Merger Agreement by the shareholders of the Company, to execute and deliver the Merger Agreement to the Subsidiary for and on behalf of the Company.

RESOLVED FURTHER: That the officers of the Company are hereby authorized, directed and empowered, subject to approval of the Merger Agreement by the shareholders of the Company, to file (i) a Certificate of Ownership and Merger, in substantially the form of Exhibit E attached hereto, and any related or required documents to be filed with the appropriate governmental offices of the State of Delaware, and (ii) Articles of Merger, in substantially the form of Exhibit F attached hereto, and any related or required documents to be filed with the appropriate governmental offices of the Commonwealth of Virginia, all in accordance with applicable laws, to consummate the Reincorporation.

RESOLVED: That after the Reincorporation, the business of the Company shall be continued by the Subsidiary without interruption or alteration, including the following: (i) the employment of all persons who are employees of the Company at the time of the Reincorporation will be continued by the Subsidiary on the same terms as when they were employed by the Company with respect to salary, benefits and type of employment (at will or pursuant to a contract) and such

employees will be given credit for their length of service with the Company as if they had worked for the Subsidiary; (ii) the Subsidiary will assume all contracts and obligations of the Company; (iii) the Subsidiary will implement corporate policies and procedures substantially similar to those of the Company; and (iv) all other matters that have previously been approved by the Board of Directors of the Company and which involve ongoing programs or commitments will be continued.

4. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by Tech Virginia, the parent Company, in accordance with the laws of the Commonwealth of Virginia.

5. The proposed merger herein certified has been adopted, approved, certified, executed and acknowledged by Tech Delaware, the Subsidiary, in accordance with the laws of the State of Delaware.

6. The executed Agreement and Plan of Merger between the Company and the Subsidiary is on file at an office of the aforesaid Subsidiary, the address of which is as follows: 11150 Main Street, Suite 402, Fairfax, Virginia 22030.

[Remainder of the page intentionally left blank.]

This Certificate shall be filed in the minute book of the Subsidiary and shall be effective as of August 11, 2005.

TECH ENTERPRISES, INC.
a Virginia stock corporation

By: /s/Rakesh Gupta

Name: Rakesh Gupta

Title: Chairman

TECHBOOKS, INC.
a Delaware corporation

By: /s/Rakesh Gupta

Name: Rakesh Gupta

Title: Chairman

[Signature Page to Certificate of Ownership and Merger]