

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Element K Online LLC		12/20/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Element K LLC
Street Address:	500 Canal View Boulevard
City:	Rochester
State/Country:	NEW YORK
Postal Code:	14623
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2730478	E-LEARNING WITH A HUMAN TOUCH
Registration Number:	2596945	REAL LEARNING FOR A VIRTUAL WORLD
Registration Number:	2264695	VLAB
Registration Number:	2519339	VLAB

CORRESPONDENCE DATA

Fax Number: (866)947-1121
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (585) 263-1000
 Email: nytm@nixonpeabody.com
 Correspondent Name: Kristen M. Walsh, Esq.
 Address Line 1: Clinton Square, P.O. Box 31051
 Address Line 2: Nixon Peabody LLP
 Address Line 4: Rochester, NEW YORK 14603-1051

CH \$115.00 2730478

ATTORNEY DOCKET NUMBER:	201969/2
NAME OF SUBMITTER:	Kristen M. Walsh
Signature:	/kristenmwash/
Date:	01/11/2007
Total Attachments: 3 source=Certified Cert. of Merger of Online into EK LLC#page1.tif source=Certified Cert. of Merger of Online into EK LLC#page2.tif source=Certified Cert. of Merger of Online into EK LLC#page3.tif	

Delaware

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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:

"ELEMENT K ONLINE LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "ELEMENT K LLC" UNDER THE NAME OF "ELEMENT K LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2006, AT 2:11 O'CLOCK P.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. 2006, AT 10 O'CLOCK A.M.

3349982 8100M

061168761



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5308410

DATE: 12-26-06

TRADEMARK
REEL: 003458 FRAME: 0903

**CERTIFICATE OF MERGER
OF
ELEMENT K ONLINE LLC,
a Delaware limited liability company,
with and into
ELEMENT K LLC,
a Delaware limited liability company**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act

The undersigned hereby files this Certificate of Merger in the office of the Secretary of State of Delaware and does hereby certify that:

1. The name and jurisdiction of formation of each of the constituent entities to the merger are:

- (i) Element K Online LLC, a limited liability company formed under the laws of Delaware; and
- (ii) Element K LLC, a limited liability company formed under the laws of Delaware.

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by Element K Online LLC and Element K LLC.

3. The name of the surviving limited liability company in the merger herein certified is Element K LLC.

4. There shall be no amendments to the Certificate of Formation of Element K LLC.

5. The effective date and time of the merger of Element K Online LLC with and into Element K LLC shall be 10:00 a.m., Eastern Standard Time, on December 31, 2006.


6. The Merger Agreement is on file at a place of business of Element K LLC, the address of which is:

Element K LLC
500 Canal View Boulevard
Rochester, New York 14623

7. A copy of the Merger Agreement will be furnished by Element K LLC, on request and without cost, to any member of Element K Online LLC or Element K LLC.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed by its duly authorized officer as of December 20, 2006.

ELEMENT K LLC

By: 

Stephen Hoffman, Chief Executive
Officer and President