

**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 LLC		12/20/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Element K Corporation
Street Address:	500 Canal View Boulevard
City:	Rochester
State/Country:	NEW YORK
Postal Code:	14623
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 14**

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
Registration Number:	2714252	EILT
Registration Number:	2559834	ELEMENT K
Registration Number:	2664197	ELEMENT K SELECT
Registration Number:	2568223	
Registration Number:	2617025	KNOWLEDGE.
Registration Number:	2274892	LEARNPRO
Registration Number:	2470153	QUICKSKILL
Registration Number:	2553098	QUICKSKILL

CH \$365.00 2730478

Registration Number:	2861291	QUICKSKILL 3 CBT
Registration Number:	2602006	THE KNOWLEDGE CATALYST

**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

ATTORNEY DOCKET NUMBER:	201969/2
NAME OF SUBMITTER:	Kristen M. Walsh
Signature:	/kristenmwash/
Date:	01/11/2007

**Total Attachments: 3**  
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source=Certified Cert. of Merger of EK LLC into EK Corp#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 LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ELEMENT K CORPORATION" UNDER THE NAME OF "ELEMENT K CORPORATION", A CORPORATION 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 2:14 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 1 O'CLOCK P.M.

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

3340903 8100M

061168791



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5310649

DATE: 12-27-06

TRADEMARK  
REEL: 003458 FRAME: 0940

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

**Pursuant to Section 264 of the General Corporation Law of the State of Delaware and  
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:

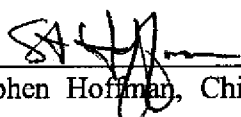
1. The name and jurisdiction of each of the constituent entities to the merger are:
  - (i) Element K LLC, a limited liability company formed under the laws of Delaware; and
  - (ii) Element K Corporation, a corporation formed under the laws of Delaware.
2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed, and acknowledged by Element K LLC and Element K Corporation in accordance with Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act, as applicable.
3. The name of the surviving corporation in the merger herein certified is Element K Corporation.
4. The certificate of incorporation of the surviving corporation shall be the Certificate of Incorporation of Element K Corporation without any amendments or changes thereto.
5. The effective date and time of the merger of Element K LLC with and into Element K Corporation shall be 1:00 p.m., Eastern Standard Time, on December 31, 2006.
6. The executed Merger Agreement is on file at the place of business of Element K Corporation, the address of which is:

Element K Corporation  
500 Canal View Boulevard  
Rochester, New York 14623
7. A copy of the Merger Agreement will be furnished by Element K Corporation, on request and without cost, to any member of Element K LLC or stockholder of Element K Corporation.

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 CORPORATION**

By:

  
\_\_\_\_\_  
Stephen Hoffman, Chief Executive  
Officer