

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Trinity Workplace Learning Corporation		09/12/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	TWL Knowledge Group, Inc.
Street Address:	4101 International Parkway
City:	Carrollton
State/Country:	TEXAS
Postal Code:	75007
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	1004721	TEL-A-TRAIN
Registration Number:	1079285	TEL-A-TRAIT
Registration Number:	1461386	TI-IN NETWORK
Registration Number:	1554106	ASTN
Registration Number:	1574523	PULSE
Registration Number:	1695149	PSTN
Registration Number:	1738107	MESH MANAGING EMPLOYEE SAFETY & HEALTH
Registration Number:	1711381	PSTN
Registration Number:	1723433	FETN
Registration Number:	1715368	LETN
Registration Number:	1781765	AUTOMOTIVE SATELLITE TELEVISION NETWORK
Registration Number:	1781352	AUTOMOTIVE SATELLITE TELEVISION NETWORK
Registration Number:	1716560	LETN

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Registration Number:	1718105	LETN
Registration Number:	1762832	HSTN
Registration Number:	1780597	HSTN
Registration Number:	2007317	EMERGENCY MEDICAL UPDATE
Registration Number:	1884655	GSTN
Registration Number:	1884009	GSTN
Registration Number:	1902142	SAFETY WATCH
Registration Number:	1911307	LTCN
Registration Number:	1911308	LTCN LONG TERM CARE NETWORK
Registration Number:	2270210	FETN DISTANCE LEARNING
Registration Number:	2266199	ITS INDUSTRIAL TRAINING SYSTEMS CORPORATION
Registration Number:	2308601	TOPICS IN MEDICINE
Registration Number:	2282228	INTERNATIONAL SOCIETY FOR PERFORMANCE IMPROVEMENT
Registration Number:	2315808	STTAR
Registration Number:	2334672	STTAR SPECIALIZED TRAINING TESTING AND RECORDKEEPING
Registration Number:	2454457	TOUCHVISION
Registration Number:	2653871	LTCN LONG TERM CARE NETWORK
Registration Number:	2536754	LTCN
Registration Number:	2756218	PULSE:EMERGENCY MEDICAL UPDATE
Registration Number:	2800498	PRIMEED
Registration Number:	2886364	HOMELAND ONE
Registration Number:	2920670	HOMELAND ONE FIRST RESPONDER NETWORK
Serial Number:	78621884	TRINITY HEALTHFORCE LEARNING

CORRESPONDENCE DATA

Fax Number: (212)202-6490
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: nytrademark@loeb.com
Correspondent Name: Alison J. Dow
Address Line 1: 345 Park Avenue
Address Line 2: Loeb & Loeb LLP
Address Line 4: New York, NEW YORK 10154

ATTORNEY DOCKET NUMBER:	203891-10099 (TRINITY)
NAME OF SUBMITTER:	Alison J. Dow

Signature:	/Alison J. Dow/
Date:	01/26/2007
Total Attachments: 4 source=TWLKnowl Name Change#page1.tif source=TWLKnowl Name Change#page2.tif source=TWLKnowl Name Change#page3.tif source=TWLKnowl Name Change#page4.tif	

Delaware

PAGE 1

The First State

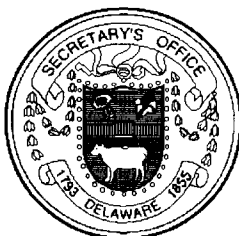
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TWL KNOWLEDGE GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF MARCH, A.D. 2005, AT 3:14 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TRINITY WORKPLACE LEARNING CORPORATION" TO "TWL KNOWLEDGE GROUP, INC.", FILED THE TWELFTH DAY OF SEPTEMBER, A.D. 2006, AT 3:32 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "TWL KNOWLEDGE GROUP, INC.".



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060973983

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5139963

DATE: 10-24-06

TRADEMARK

REEL: 003469 FRAME: 0618

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:32 PM 09/12/2006
FILED 03:32 PM 09/12/2006
SRV 060842099 - 3944436 FILE

STATE OF DELAWARE

CERTIFICATE OF AMENDMENT

OF CERTIFICATE OF INCORPORATION

OF TRINITY WORKPLACE LEARNING CORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Trinity Workplace Learning Corporation resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Article I" so that, as amended, said Article shall be and read as follows:

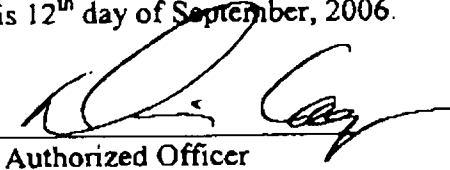
"The name of this corporation is TWL Knowledge Group, Inc. (this "Corporation")."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporate Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reasons of said amendment.

IN WITNESS WHEREOF, said Trinity Workplace Learning Corporation has caused this certificate to be signed this 12th day of September, 2006.

By: 
Authorized Officer

Title: President

Name: Dennis Cagan
Print or Type

**CERTIFICATE OF INCORPORATION
OF
TRINITY WORKPLACE LEARNING CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the General Corporation Law of the State of Delaware, hereby certifies:

ARTICLE I

The name of this corporation is Trinity Workplace Learning Corporation (this "Corporation").

ARTICLE II

This Corporation's registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The registered agent in charge thereof is Corporation Service Company.

ARTICLE III

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

This Corporation is authorized to issue only one (1) class of stock to be designated Common Stock, \$.001 par value per share. The total number of shares of Common Stock that this Corporation shall have the authority to issue is one hundred (100) shares.

ARTICLE V

The name and mailing address of the incorporator are as follows:

Garth A. Osterman
Reed Smith LLP
Two Embarcadero Center, Suite 2000
San Francisco, CA 94111

ARTICLE VI

Unless and except to the extent that the Bylaws of this Corporation shall so require, the election of directors of this Corporation need not be by written ballot.

ARTICLE VII

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of this Corporation is expressly authorized to adopt, amend and repeal the Bylaws of this Corporation, subject to the power of the stockholders of this Corporation to adopt, amend or repeal any Bylaws whether adopted by them or otherwise.

ARTICLE VIII

A director of this Corporation shall not be liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware

as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of this Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 23rd day of March, 2005.


Garth A. Osterman
Incorporator