

**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
In2Books, Inc.	FORMERLY I2B, Inc.	12/15/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	ePals, Inc.
Street Address:	13625-A Dulles Technology Drive
City:	Herndon
State/Country:	VIRGINIA
Postal Code:	20171
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Serial Number:	76479037	IN2BOOKS A LEARNING COMMUNITY
Registration Number:	2961690	IN2BOOKS A LEARNING COMMUNITY
Serial Number:	76498244	IN2BOOKS WORKBENCH
Registration Number:	2961704	IN2BOOKS WORKBENCH
Registration Number:	3013716	IN2BOOKS WORKBENCH
Registration Number:	2809309	IN2BOOKS
Registration Number:	2828488	IN2BOOKS
Registration Number:	2366336	IN2BOOKS
Registration Number:	2455910	IN2BOOKS
Registration Number:	2981637	OPEN BOOKS OPEN MINDS
Registration Number:	2747042	IDEA SAVER
Serial Number:	76609007	STUDENT PLACE
Registration Number:	2801970	INSPIRATION CENTER
Registration Number:	2814649	PEN PAL PLACE

CH \$415.00 76479037

Registration Number:	2854732	TEACHER PLACE
Serial Number:	76468181	A LEARNING COMMUNITY

**CORRESPONDENCE DATA**

Fax Number: (803)255-9831  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 864-250-2260  
Email: ip@nelsonmullins.com  
Correspondent Name: Nelson Mullins Riley & Scarborough LLP  
Address Line 1: 1320 Main Street, 17th Floor  
Address Line 4: Columbia, SOUTH CAROLINA 29201

ATTORNEY DOCKET NUMBER:	28849/00001
NAME OF SUBMITTER:	Neil C. Jones
Signature:	/Neil C. Jones/
Date:	03/22/2007

**Total Attachments: 6**  
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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 RESTATED CERTIFICATE OF "IN2BOOKS, INC.", CHANGING ITS NAME FROM "IN2BOOKS, INC." TO "EPALS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2006, AT 2:52 O'CLOCK P.M.

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



4078059 8100

061152050

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5285143

DATE: 12-15-06

TRADEMARK

REEL: 003505 FRAME: 0070

SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
IN2BOOKS, INC.

The undersigned, Edmund Fish, being the Chief Executive Officer, respectively, of In2Books, Inc., a Delaware corporation, on behalf of said corporation hereby certify as follows:

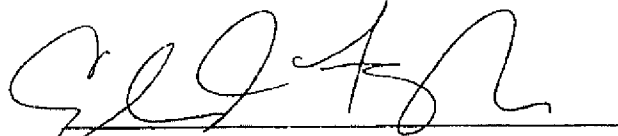
FIRST: The name of the corporation (the "**Corporation**") is In2Books, Inc. The date the corporation filed its original Certificate of Incorporation with the Secretary of State was December 15, 2005, under the name I2B, Inc.

SECOND: The Certificate of Incorporation of the Corporation as in effect on the date hereof is hereby superseded and amended and restated to read in its entirety as set forth on Exhibit A hereto.

THIRD: This Second Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

FOURTH: Effective immediately and automatically upon the filing of this Second Amended and Restated Certificate of Incorporation each then-outstanding share of the Company's Series A Preferred Stock (the "**Series A Preferred**") shall be automatically converted into 1.119645 validly issued, fully paid and non-assessable shares of the Company's Common Stock without any further action by the holder of such share of Series A Preferred. Each stock certificate representing shares of Series A Preferred shall thereafter represent the number of whole shares of the Company's Common Stock into which the shares of Series A previously represented by such stock certificate shall have been converted; *provided, however*, that each person holding of record a stock certificate or certificates that represented shares of Series A Preferred shall receive, upon surrender of such certificate or certificates, (i) a new certificate or certificates evidencing and representing the number of whole shares of the Common Stock to which such person is entitled as a result of such automatic conversion of the Series A Preferred and (ii) cash in lieu of any fraction of a share of Common Stock otherwise issuable upon the conversion of the shares represented by such certificate, in each case based upon the fair market value of the Common Stock on the date hereof as determined by the Company's Board of Directors.

IN WITNESS WHEREOF, we have executed this Certificate this 15<sup>th</sup> day of  
December, 2006.

A handwritten signature in black ink, appearing to read 'Edmund Fish', written over a horizontal line.

Edmund Fish  
Chief Executive Officer

**ARTICLE I**

The name of the corporation is ePals, Inc. (the “**Corporation**”)

**ARTICLE II**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the “**Delaware General Corporation Law**”). The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

**ARTICLE III**

The total number of shares of stock that the Corporation shall have authority to issue is 20,000,000 consisting entirely of shares of common stock, par value \$0.01 per share (the “**Common Stock**”).

The designations, powers, preferences and relative, participating, optional or other special rights and the qualifications, limitations and restrictions in respect of the Common Stock are as follows:

**COMMON STOCK**

Each share of Common Stock shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock. Each holder of shares of Common Stock shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share and without regard to class, together with the holders of all other classes of stock entitled to attend such meetings and to vote (except any class or series of stock having special voting rights), to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders. Except as may be provided by the laws of the State of Delaware, the holders of Common Stock shall have all other rights of stockholders including, but not by way of limitation, (i) the right to receive dividends, when, if and as declared by the Board of Directors (“**Board**”) out of assets legally available therefor and (ii) in the event of any distribution of assets upon a liquidation or otherwise, the right to receive ratably and equally all the assets of the Corporation.

**ARTICLE IV**

The business and affairs of the Corporation shall be managed by or under the direction of the Board, and the directors need not be elected by ballot unless required by the Bylaws of the Corporation. The number of directors of the Corporation shall be such number as from time to time shall be fixed by, or in the manner provided in, the Bylaws of the Corporation.

Except as otherwise provided in this Second Amended and Restated Certificate of Incorporation, each director of the Corporation shall be entitled to one vote per director on all matters voted or acted upon by the Board of Directors.

## ARTICLE V

The Corporation shall indemnify each of the Corporation's directors and officers in each and every situation where, under Section 145 of the Delaware General Corporation Law, as amended from time to time ("**Section 145**"), the Corporation is permitted or empowered to make such indemnification. The Corporation may, in the sole discretion of the Board, indemnify any other person who may be indemnified pursuant to Section 145 to the extent the Board deems advisable, as permitted by Section 145. The Corporation shall promptly make or cause to be made any determination required to be made pursuant to Section 145.

No person shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as director, provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director has derived an improper personal benefit. If the Delaware General Corporation Law is subsequently amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended Delaware General Corporation Law. For purposes of this Article V, "fiduciary duty as a director" shall include any fiduciary duty arising out of serving at the Corporation's request as a director of another corporation, partnership, joint venture or other enterprise, and "personal liability to the Corporation or its stockholders" shall include any liability to such other corporation, partnership, joint venture, trust or other enterprise, and any liability to the corporation in its capacity as a security holder, joint venturer, partner, beneficiary, creditor or investor of or in any such other corporation, partnership, joint venture, trust or other enterprise.

Neither any amendment nor repeal of this Article V, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article V, shall eliminate or reduce the effect of this Article V in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article V, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

## ARTICLE VI

The registered office of the Corporation shall be located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808 in the County of New Castle. The registered agent of the Corporation at such address shall be Corporation Service Company.

## ARTICLE VII

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Delaware General Corporation Law, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such matter as the said court directs. If a majority in number representing 75% in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, such compromise or arrangement and such reorganization shall, if sanctioned by the court to which such application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

## ARTICLE VIII

In furtherance and not in limitation of the powers conferred by the Delaware General Corporation Law, the Board of Directors of the Corporation is expressly authorized and empowered to adopt, amend and repeal the bylaws of the Corporation.

## ARTICLE IX

The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law and by any specific provisions of this Certificate of Incorporation, including without limitation in all cases with the requisite approval of the stockholders; and all rights, preferences, and privileges of any nature conferred upon stockholders, directors, or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article IX; provided, however, that nothing contained in this Article IX shall limit, modify or amend the right.