

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The American Education Corporation		12/08/2003	CORPORATION: COLORADO

**RECEIVING PARTY DATA**

Name:	The American Education Corporation
Street Address:	7506 Broadway E xtension Suite 505
City:	Oklahoma City
State/Country:	OKLAHOMA
Postal Code:	73116
Entity Type:	CORPORATION: NEVADA

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	1535032	A +
Registration Number:	1274965	MICRO-READ
Registration Number:	1424703	EXCEL-A-READ
Registration Number:	2038215	A+DVANCED LEARNING SYSTEM
Registration Number:	2488551	A+NYWHERE LEARNING SYSTEM

**CORRESPONDENCE DATA**

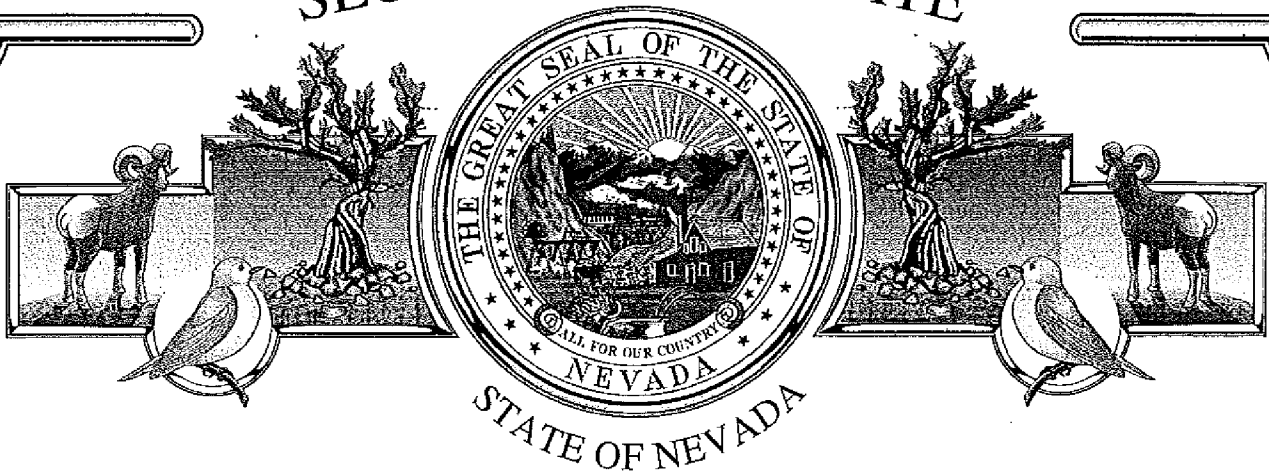
Fax Number: (405)942-1855  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 405-317-0746  
 Email: dunlaplaw@cox.net  
 Correspondent Name: Jerry J. Dunlap II  
 Address Line 1: P.O. Box 75404  
 Address Line 4: Oklahoma City, OKLAHOMA 73147-0404

OP \$140.00 1535032

NAME OF SUBMITTER:	Jerry J. Dunlap II
Signature:	/Jerry J. Dunlap II/
Date:	07/25/2007

Total Attachments: 14  
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source=Merger Page 2#page1.tif  
source=Merger Page 3#page1.tif  
source=Merger Page 4#page1.tif  
source=Merger Page 5#page1.tif  
source=Merger Page 6#page1.tif  
source=Merger Page 7#page1.tif  
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# SECRETARY OF STATE



## CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **THE AMERICAN EDUCATION CORPORATION** did on **October 5, 2001** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **October 8, 2001**.



*Dean Heller*

Secretary of State

By

*Angela Clark*  
Certification Clerk

TRADEMARK

REEL: 003590 FRAME: 0183



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4298  
 (775) 684-5788  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 1**

Important: Read attached instructions before completing form.

NEVADA STATUTES FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)  
 (excluding 92A.200(4b))  
 SUBMIT IN DUPLICATE

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.100). If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

The American Education Corporation

\_\_\_\_\_  
 Name of merging entity

Colorado  
 \_\_\_\_\_  
 Jurisdiction

Corporation  
 \_\_\_\_\_  
 Entity type \*

\_\_\_\_\_  
 Name of merging entity

\_\_\_\_\_  
 Jurisdiction

\_\_\_\_\_  
 Entity type \*

\_\_\_\_\_  
 Name of merging entity

\_\_\_\_\_  
 Jurisdiction

\_\_\_\_\_  
 Entity type \*

\_\_\_\_\_  
 Name of merging entity

\_\_\_\_\_  
 Jurisdiction

\_\_\_\_\_  
 Entity type \*

and

The American Education Corporation

\_\_\_\_\_  
 Name of surviving entity

Nevada  
 \_\_\_\_\_  
 Jurisdiction

Corporation  
 \_\_\_\_\_  
 Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State RM Merger 1005  
 Revised 01/15/2005



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684-5308  
 Website: secretaryofstate.nv

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 2**

Important: Read attached instructions before completing form

ARTICLE 92A OF CHAPTER 200, NRS

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger – NRS 92A.150).

Attn: .....

c/o: .....

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.150)

4) Owner's approval (NRS 92A.205)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from:

.....  
 Name of merging entity, if applicable

.....  
 Name of merging entity, if applicable

.....  
 Name of merging entity, if applicable

.....  
 Name of merging entity, if applicable

and, or:

.....  
 Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Website: Secretary of State, 800-755-2662  
 Nevada State Capitol Building, Carson City, NV 89701



DEAN HELLER  
 Secretary of State  
 304 North Carson Street, Suite 1  
 Carson City, Nevada 89707-6208  
 (775) 684-5758  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 3**

Important: Read attached instructions before completing form.

2008-2009 STATE OF NEVADA REVENUE

(b) The plan was approved by the required consent of the owners of\*:

The American Education Corporation, a Colorado corporation  
 Name of merging entity, if applicable

Name of merging entity, if applicable

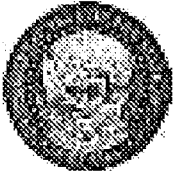
Name of merging entity, if applicable

Name of merging entity, if applicable

and, ~~X~~

The American Education Corporation, a Nevada corporation  
 Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



DEAN HELLER  
 Secretary of State  
 304 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4239  
 (775) 684-5739  
 Website: secretaryofstate.nv.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.260)  
**Page 4**

Important: Read attached instructions before completing form.

NEVADA SECRETARY OF STATE OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.180):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

.....  
 Name of merging entity, if applicable

.....  
 Name of merging entity, if applicable

.....  
 Name of merging entity, if applicable

.....  
 Name of merging entity, if applicable

and, or;

.....  
 Name of surviving entity, if applicable



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4298  
 (775) 634-5700  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 5**

Important: Read attached instructions before completing form.

PLEASE PRINT IN CAPS ON THE BACK

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*.

.....

.....

.....

.....

.....

6) Location of Plan of Merger (check a or b):

..... (a) The entire plan of merger is attached.

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)\*\*: 12:01 a.m., Pacific Standard Time,  
January 1, 2004

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.243).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State NM 5/04/03  
 Revised Fee Schedule





DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4200  
 (775) 684 5708  
 Website: secretaryofstate.nv.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 6**

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures – Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited liability partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.200)\* (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

The American Education Corporation, a Colorado corporation

Name of merging entity

Signature

Title

Date

President

12/8/03

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

The American Education Corporation, a Nevada corporation

Name of surviving entity

Signature

Title

Date

President

12/8/03

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.200). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State 2003 Form 2020  
 01/02/2003 10:24 AM

## ARTICLES OF MERGER

Pursuant to § 7-111-105 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Merger are delivered to the Colorado Secretary of State for filing.

1. The American Education Corporation, a Colorado corporation ("AEC Colorado"), and The American Education Corporation, a Nevada corporation ("AEC Nevada"), have adopted an Agreement of Merger and Plan of Reorganization (the "Plan") pursuant to which AEC Colorado shall be merged with and into AEC Nevada, with the separate corporate existence of AEC Colorado to cease and AEC Nevada to continue as the surviving corporation.

2. The Plan was adopted by the respective Boards of Directors of each of AEC Nevada and AEC Colorado.

3. The number of votes cast for the Plan by the shareholders entitled to vote of AEC Colorado and AEC Nevada was sufficient for approval of the Plan.

4. The name and address of the individual who caused this instrument to be filed and to whom the Secretary of State may contact regarding this instrument are as follows:

Armand Palietta  
Hartzog Conger Casin & Neville  
1600 Bank of Oklahoma Plaza  
201 Robert S. Kerr Avenue  
Oklahoma City, Oklahoma 73102

5. Attached hereto is a true and correct copy of the Plan.

6. The effective date of the merger described herein shall be 12:01 a. m., Pacific Standard Time, on January 1, 2004.

## ARTICLES OF MERGER

Pursuant to § 7-111-105 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Merger are delivered to the Colorado Secretary of State for filing.

1. The American Education Corporation, a Colorado corporation ("AEC Colorado"), and The American Education Corporation, a Nevada corporation ("AEC Nevada"), have adopted an Agreement of Merger and Plan of Reorganization (the "Plan") pursuant to which AEC Colorado shall be merged with and into AEC Nevada, with the separate corporate existence of AEC Colorado to cease and AEC Nevada to continue as the surviving corporation.

2. The Plan was adopted by the respective Boards of Directors of each of AEC Nevada and AEC Colorado.

3. The number of votes cast for the Plan by the shareholders entitled to vote of AEC Colorado and AEC Nevada was sufficient for approval of the Plan.

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Armand Palietta  
Hartzog Conger Casin & Neville  
1600 Bank of Oklahoma Plaza  
201 Robert S. Kerr Avenue  
Oklahoma City, Oklahoma 73102

5. Attached hereto is a true and correct copy of the Plan.

6. The effective date of the merger described herein shall be 12:01 a.m., Pacific Standard Time, on January 1, 2004.

## AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization (the "Agreement"), dated as of October 5, 2001 is executed by and between The American Education Corporation, a Colorado corporation located at 7506 North Broadway Extension, Suite 505, Oklahoma City, Oklahoma 73116 ("AEC"), and The American Education Corporation, a Nevada corporation and wholly-owned subsidiary of AEC located at 7506 North Broadway Extension, Suite 505, Oklahoma City, Oklahoma 73116 ("AEC Nevada").

WHEREAS, AEC's authorized capital stock consists of 30,000,000 shares of common stock, par value \$0.025 (the "Existing Common Stock"), and 50,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock");

WHEREAS, at the close of business on October 5, 2001, 14,272,461 shares of Existing Common Stock and no shares of Preferred Stock were issued and outstanding;

WHEREAS, AEC Nevada's authorized capital stock consists of 30,000,000 shares of common stock, par value \$0.025 per share ("New Common Stock") and 50,000,000 shares of preferred stock, par value \$0.001 per share, of which 100 shares of New Common Stock are issued and outstanding and held by AEC;

WHEREAS, the Board of Directors of AEC has determined that it is advisable and in the best interests of AEC and its shareholders that AEC merge with and into AEC Nevada (the "Merger"), with AEC Nevada continuing as the surviving corporation (the "Surviving Corporation"), and has approved and adopted this Agreement and the transactions contemplated hereby and has recommended the approval by the shareholders of AEC of this Agreement;

WHEREAS, the Board of Directors of AEC Nevada has determined that the Merger is advisable and in the best interests of AEC Nevada and has approved and adopted this Agreement and the transactions contemplated hereby; and

WHEREAS, the parties intend by this Agreement to effect a reorganization under Section 368 of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, the parties hereto hereby agree as follows:

### ARTICLE I

#### THE MERGER

1.1 The Merger. Subject to the terms and conditions of this Agreement, AEC shall be merged with and into AEC Nevada in accordance with the Colorado Business Corporation Act (the "CBCA") and the Nevada Revised Statutes (the "NRS"). From and after the Effective Time, as defined below, the separate corporate existence of AEC shall

cease and AEC Nevada shall continue as the Surviving Corporation and shall succeed to and assume all the rights and obligations of AEC and AEC Nevada in accordance with the CBCA and the NRS.

1.2 Effective Time. The Merger shall become effective (the “Effective Time”) following the due filing of (i) articles of merger with the Colorado Secretary of State in accordance with the CBCA and (ii) articles of merger with the Nevada Secretary of State in accordance with the NRS, or at such later time as is specified in the articles of merger.

1.3 Articles of Incorporation and Bylaws. The Articles of Incorporation of AEC Nevada (the “Articles of Incorporation”) shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time, until thereafter changed or amended as provided therein or by applicable law. The Bylaws of AEC Nevada (the “Bylaws”) shall be the Bylaws of the Surviving Corporation after the Effective Time, until thereafter changed or amended as provided therein or by applicable law.

1.4 Directors and Officers. The directors and officers of AEC at the Effective Time shall be the directors and officers, respectively, of the Surviving Corporation after the Effective Time, until expiration of their current terms as such, or prior resignation, removal or death, subject to the Articles of Incorporation and the Bylaws.

## ARTICLE II

### CONVERSION AND EXCHANGE OF STOCK

2.1 Conversion. As of the Effective Time, by virtue of the Merger and without any action on the part of any shareholder of AEC:

(a) Each issued and outstanding share of Existing Common Stock shall be converted into and become one validly issued, fully paid and non-assessable share of New Common Stock.

(b) Each share of Existing Common Stock that is owned by AEC or by any subsidiary of AEC shall be cancelled and retired and shall cease to exist.

(c) Each share of New Common Stock that is owned by AEC at the Effective Time shall be cancelled and retired and shall cease to exist.

2.2 Exchange Procedures.

(a) As of the Effective Time, each certificate representing issued and outstanding shares of Existing Common Stock (“Existing Certificates”) shall be deemed for all purposes to evidence ownership of, and to represent, the same number of shares of New Common Stock. The registered owner on the books and

records of AEC Nevada or its transfer agent of any such Existing Certificate shall, until such certificate is surrendered for transfer pursuant to this Section 2.2, have and be entitled to exercise any and all voting and other rights with respect to, and receive any and all dividend and other distributions upon, the shares of New Common Stock evidenced by such Existing Certificate.

(b) After the Effective Time of the Merger, each holder of an Existing Certificate may, at such holder's option, surrender the same for cancellation to UMB Bank, N.A., as transfer agent (the "Exchange Agent"). Upon surrender of Existing Certificates for cancellation to the Exchange Agent or to such other agent or agents as may be appointed by AEC Nevada, duly executed, the holder of such Existing Certificates shall be entitled to receive in exchange therefor certificates representing shares of New Common Stock ("AEC Certificates") representing a number of shares of New Common Stock equal to the number of shares of Existing Common Stock represented by such Existing Certificates. If any AEC Certificate is to be issued in a name other than that in which the Existing Certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the Existing Certificate so surrendered shall be properly endorsed and the signatures thereon properly guaranteed and otherwise proper in form for transfer and that the person requesting such exchange shall pay to the Exchange Agent any transfer or other taxes required by reason of the issuance of an AEC Certificate in any name other than that of the registered holder of the Existing Certificate surrendered, or otherwise required, or shall establish to the satisfaction of the Exchange Agent that such tax has been paid or is not payable.

(c) At the Effective Time, the stock transfer books of AEC shall be closed and no transfer of shares of Existing Common Stock shall thereafter be made.

### ARTICLE III

#### EFFECT OF THE MERGER

At the Effective Time of the Merger, the separate existence and corporate organization of AEC shall cease and AEC Nevada, as the Surviving Corporation (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately before the Effective Time of the Merger; (ii) shall be subject to all actions previously taken by its and AEC's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of AEC in the manner more fully set forth in Section 92A.250 of the NRS; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately before the Effective Time of the Merger; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of AEC in the same manner as if AEC Nevada had itself incurred them, all as more fully provided under the applicable provisions of the NRS and the CSCA.

## ARTICLE IV

### CONDITIONS

Consummation of the Merger is subject to the approval of the Merger by the affirmative vote of the holders of a majority of the shares of Existing Common Stock outstanding on the record date fixed for determining shareholders of AEC entitled to vote thereon.

## ARTICLE V

### MISCELLANEOUS

5.1 Termination. At any time prior to the consummation of the Merger, this Agreement may be terminated and the Merger abandoned by the Board of Directors of AEC.

5.2 Amendment. This Agreement may be amended at any time prior to the Effective Time with the mutual consent of the Boards of Directors of AEC and AEC Nevada; provided, however, that this Agreement may not be amended after it has been approved by the shareholders of AEC in any manner which, in the judgment of the Board of Directors of AEC, would have a material adverse effect on the rights of such shareholders or in any manner not permitted under applicable law.

5.3 Headings. The headings set forth herein are inserted for convenience or reference only and are not intended to be part of, or to affect the meaning or interpretation of, this Agreement.

5.4 Deferral. Consummation of the Merger may be deferred by the Board of Directors of AEC for a reasonable period of time if the Board of Directors of AEC determines that deferral would be in the best interest of AEC and its shareholders.

5.5 Expenses. If the Merger becomes effective, the Surviving Corporation shall assume and pay all expenses in connection therewith not paid by the respective parties. If for any reason the Merger shall not become effective, AEC shall pay all expenses incurred in connection with all of the proceedings taken in respect of this Agreement or relating hereto.

5.6 Agreement. An executed copy of this Agreement will be on file at the principal place of business of the Surviving Corporation at 7506 N. Broadway Extension, Suite 505, Oklahoma City, Oklahoma 73116 and, upon request and without cost, a copy thereof will be furnished to any shareholder.

5.7 Counterparts. This Agreement may be executed in two or more counterparts, each of which shall constitute an original, and all of which, when taken together, shall constitute one and the same instrument.

5.8 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Nevada, except to the extent the laws of the State of Colorado shall mandatorily apply to the Merger.


IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be signed by its respective officers hereunto duly authorized all as of the date first above written.

THE AMERICAN EDUCATION CORPORATION, a Colorado corporation

By: 

Jeffrey E. Butler, President  
and Chief Executive Officer

ATTEST:


  
Neil Johnson, Assistant Secretary

THE AMERICAN EDUCATION CORPORATION, a Nevada corporation

By: 

Jeffrey E. Butler, President  
and Chief Executive Officer

ATTEST:

  
Neil Johnson, Assistant Secretary