

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Articles of Conversion

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Voyager Expanded Learning, Inc.		01/31/2005	CORPORATION: TEXAS

## RECEIVING PARTY DATA

Name:	Voyager Expanded Learning, L.P.
Street Address:	1800 Valley View Lane
Internal Address:	One Hickory Center, Suite 400
City:	Dallas
State/Country:	TEXAS
Postal Code:	75234
Entity Type:	LIMITED PARTNERSHIP: TEXAS

## PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	77273294	VOYAGER PASSPORT
Serial Number:	77262945	TICKET TO READ
Serial Number:	77304080	VMATH MATH INTERVENTION THAT WORKS VMATHLIVE
Serial Number:	77088732	VMATHLIVE
Serial Number:	77273339	VOYAGER PASAPORTE
Serial Number:	77273318	VOYAGER PASSPORT

## CORRESPONDENCE DATA

Fax Number: (214)659-4832

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 214-659-4655

Email: nealk@akllp.com

Correspondent Name: Michele P. Schwartz

Address Line 1: 1717 Main Street

Address Line 2: Suite 3700

Address Line 4: Dallas, TEXAS 75201

TRADEMARK

900095944

REEL: 003692 FRAME: 0272

CH \$165.00 77273294

ATTORNEY DOCKET NUMBER:	165993
NAME OF SUBMITTER:	Michele P. Schwartz
Signature:	/Michele P. Schwartz/
Date:	01/09/2008
<b>Total Attachments: 4</b> source=articlesvoyager06#page1.tif source=articlesvoyager06#page2.tif source=articlesvoyager06#page3.tif source=articlesvoyager06#page4.tif	

ARTICLES OF CONVERSION  
OF  
VOYAGER EXPANDED LEARNING, INC.,  
A TEXAS CORPORATION  
INTO  
VOYAGER EXPANDED LEARNING, L.P.,  
A TEXAS LIMITED PARTNERSHIP

FILED  
In the Office of the  
Secretary of State of Texas

FEB 01 2005  
Corporations Section

JANUARY 31, 2005

Pursuant to the provisions of Articles 5.17 and 5.18 of the Texas Business Corporation Act (the "TBCA") and Article 2.15 of the Texas Revised Limited Partnership Act (the "TRLPA"), the undersigned, Voyager Expanded Learning, Inc., a Texas corporation (the "Company") adopts the following Articles of Conversion for the purpose of effecting a conversion of the Company from a corporation into a limited partnership (the "Conversion"), and hereby certifies the following:

1. Converting Entity. The name and state of incorporation of the converting entity is as follows:

Voyager Expanded Learning, Inc., a Texas corporation.

2. Converted Entity. The name and state of formation of the converted entity is as follows:

Voyager Expanded Learning, L.P., a Texas limited partnership.

3. Approval of Plan of Conversion. The Company has approved a plan of conversion (the "Plan") in accordance with the requirements of Articles 5.03 and 5.17 of the TBCA.

4. Document on File. An executed copy of the Plan is on file at the principal place of business of the converting entity located at One Hickory Centre, 1800 Valley View Lane, Suite 400, Dallas, Texas 75234. An executed copy of the Plan will be on file, from and after the Conversion, at the principal place of business of the converted entity located at One Hickory Centre, 1800 Valley View Lane, Suite 400, Dallas, Texas 75234.

5. Copy to be Furnished. A copy of the Plan will be furnished by the converting entity (prior to the Conversion) or the converted entity (after the Conversion), on written request and without cost, to any shareholder of the converting entity and to any partner of the converted entity.

6. Number of Shares Entitled to Vote. As to the converting entity, the approval of whose shareholders is required, the number of shares outstanding are as follows:

<u>Name of Converting Entity</u>	<u>Number of Shares Outstanding</u>
Voyager Expanded Learning, Inc.	10,000,000 shares of common stock

7. Number of Shares Voting for Conversion. As to the converting entity, the approval of whose shareholders is required, the number of shares that voted for and against the Plan are as follows

<u>Name of Converting Entity</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Voyager Expanded Learning, Inc.	10,000,000 shares of common stock	0 shares of common stock

8. Authorization. As to the converting entity, the approval of the Plan has been duly authorized by all action required by the laws under which it is incorporated and by its constituent documents.

9. Franchise Taxes. In lieu of the Comptroller's certificate, the Converted Entity will be responsible for the payment of all fees and franchise taxes.

10. Effective Date. The Conversion shall be effective upon the issuance of the certificate of conversion by the Secretary of State of the State of Texas in accordance with Article 5.19 of the TBCA.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the Company has caused these Articles of Conversion to be duly executed as of the date first set forth above.

VOYAGER EXPANDED LEARNING, INC.

By: Todd W. Buchardt  
Name: Todd W. Buchardt  
Title: Vice President

FILED  
In the Office of the  
Secretary of State of Texas

**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
VOYAGER EXPANDED LEARNING, L.P.**

**FEB 01 2005**

**Corporations Section**

The undersigned, desiring to form a limited partnership pursuant to the Texas Revised Limited Partnership Act, Tex. Rev. Civ. Stat. Ann. Article 6132a-1 (the "Act"), hereby duly execute this Certificate of Limited Partnership for that purpose.

1. The name of the partnership is Voyager Expanded Learning, L.P. (the "Partnership").
2. The address of the principal office of the Partnership in the United States where its partnership records are to be kept or made available under Section 1.07 of the Act is One Hickory Centre, 1800 Valley View Lane, Suite 400, Dallas, TX 75234
3. The address of the registered office of the Partnership is 350 North Saint Paul Street, Dallas, Texas 76201, and the name of the registered agent, whose business address will be the same as the registered office address, is CT Corporation System.
4. The name, mailing address and the street address of the business of the general partner of the Partnership is as follows:

<b>NAME</b>	<b>MAILING ADDRESS</b>
ProQuest Learning I, LLC	One Hickory Center 1800 Valley View Lane, Suite 400 Dallas, Texas 75234

5. This limited partnership is being organized pursuant to a plan of conversion. The name, address, prior form of organization, date of incorporation and the jurisdiction of incorporation of the converting entity are as follows:

<u><b>Name and Address</b></u>	<u><b>Prior Form of Organization</b></u>	<u><b>Date of Incorporation</b></u>	<u><b>Jurisdiction of Incorporation</b></u>
Voyager Expanded Learning, Inc. 1800 Valley View Lane, Suite 400 Dallas, TX 75234	Corporation	April 11, 1994	Texas

SIGNED on this \_\_\_\_ day of January, 2005.

PROQUEST LEARNING I, LLC

By: VEL Holding Corp., its sole Member

By: 

Name: Kevin Gregory

Title: Vice President and Assistant Secretary