

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vantage Media Corp.		02/09/2007	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Vantage Media LLC		
Street Address:	1350 Abbot Kinney Blvd., Suite 203		
City:	Venice		
State/Country:	CALIFORNIA		
Postal Code:	90291		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2491151	EDU.COM	
Registration Number:	2439468	EDU.COM	
Registration Number:	2383349	EDUPOINTS	
Serial Number:	77023300	VANTAGE MEDIA	
Serial Number:	77026320	1-800-COLLEGE	
CORRESPONDENCE DATA			
Fax Number:	(949)451-4220		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-451-3800		
Email:	dsegal@gibsondunn.com		
Correspondent Name:	David A. Segal		
Address Line 1:	3161 Michelson Drive		
Address Line 4:	Irvine, CALIFORNIA 92612		
ATTORNEY DOCKET NUMBER:	94652-00001		

CH \$140.00 2491151

NAME OF SUBMITTER:	David A. Segal
Signature:	/david a. segal/
Date:	01/10/2008
Total Attachments: 2 source=Vantage Media2#page1.tif source=Vantage Media2#page2.tif	

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 20 2007

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

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State of California Secretary of State

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

20070410111
File #

FILED
In the office of the Secretary of State
of the State of California

FEB 09 2007

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IMPORTANT - Read all instructions before completing this form.

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")
VANTAGE MEDIA LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-HILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)
 ONE MANAGER MORE THAN ONE MANAGER ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE ZIP CODE
1350 Abbot Kinney Blvd., Suite 203 Venice, CA 90291

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1805 and item 6 must be completed (leave item 6 blank).)
Mark DiPaola

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA CITY STATE ZIP CODE
1350 Abbot Kinney Blvd., Suite 203 Venice CA 90291

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY
VANTAGE MEDIA CORP.


8. FORM OF ENTITY Corporation 9. JURISDICTION California 10. CA SECRETARY OF STATE FILE NUMBER, IF ANY C2420071

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUATED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:
STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS
Common stock, 10,000 shares entitled to vote 51% (100% received)

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

 Feb. 9, 2007 Mark DiPaola, President and Secretary
SIGNATURE OF AUTHORIZED PERSON DATE TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON DATE TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

LLC-1A (REV 06/2006)

APPROVED BY SECRETARY OF STATE



TRADEMARK