

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/01/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Wild Goose Company		01/08/1999	CORPORATION: UTAH

RECEIVING PARTY DATA

Name:	Carson-Dellosa Publishing Company, Inc.
Street Address:	7027 Albert Pick Road
City:	Greensboro
State/Country:	NORTH CAROLINA
Postal Code:	27409
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2258526	WILD GOOSE
Registration Number:	2258527	REAL SCIENCE - REAL FUN!

CORRESPONDENCE DATA

Fax Number: (336)478-1170
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 336-478-1190
 Email: MJA@CRLAW.COM
 Correspondent Name: Michael J. Allen
 Address Line 1: 235 North Edgeworth Street
 Address Line 4: Greensboro, NORTH CAROLINA 27401

ATTORNEY DOCKET NUMBER:	3761/10568
NAME OF SUBMITTER:	Michael J. Allen
Signature:	/Michael J. Allen/

TRADEMARK

OP \$65.00 2258526

Date:

01/17/2008

Total Attachments: 9

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ARTICLES OF MERGER OF
CARSON-DELLOSA PUBLISHING COMPANY, INC.
AND
THE WILD GOOSE COMPANY

0-0191162
FILED

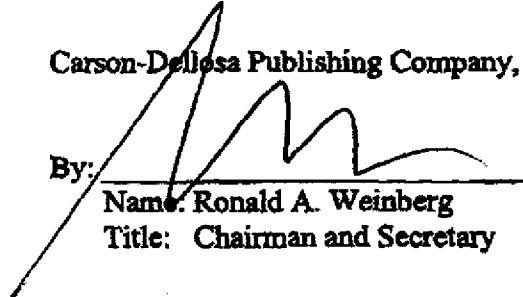
9:00am
JAN 29 1999 11:56:30 am
EFFECTIVE Feb 1, 1999
ELAINE F MARSHALL
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between one or more foreign business corporations.

1. The name of the surviving corporation is Carson-Dellosa Publishing Company, Inc., a corporation organized under the laws of the State of North Carolina; the name of the merged corporation is The Wild Goose Company, a corporation organized under the laws of State of Utah.
2. Attached is a copy of the Agreement of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.
3. With respect to the surviving corporation, shareholder approval was required for the merger and the Agreement of Merger was approved by the shareholders as required by Chapter 55 of the General Statutes of North Carolina.
4. With respect to the merged corporation, shareholder approval was required for the merger and the Agreement of Merger was approved by the shareholders as required by Chapter 55 of the General Statutes of North Carolina.
5. The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity that is a party.
6. Each foreign entity that is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. These articles will be effective on February 1, 1999.

WITNESS my hand on this 21st day of January, 1999.

Carson-Dellosa Publishing Company, Inc.

By: 
Name: Ronald A. Weinberg
Title: Chairman and Secretary

AGREEMENT OF MERGER BETWEEN
CARSON-DELLOSA PUBLISHING COMPANY, INC.
AND
THE WILD GOOSE COMPANY

AGREEMENT OF MERGER, dated as of January 8, 1999, pursuant to Section 55-11-07 of the General Statutes of North Carolina and Section 16-10a-1107 of the Business Corporation Act of the State of Utah, between Carson-Dellosa Publishing Company, Inc., a North Carolina corporation ("Carson"), and The Wild Goose Company, a Utah corporation ("Wild Goose"), said corporations sometimes hereinafter referred to jointly as the constituent corporations.

WITNESSETH:

WHEREAS, Carson is a corporation organized and existing under the laws of the State of North Carolina, its Articles of Incorporation having been filed in the office of the Secretary of State of North Carolina on June 26, 1986;

WHEREAS, the total number of shares of common stock which Carson has authority to issue is one-hundred thousand (100,000), of which common stock 150 shares are now issued and outstanding;

WHEREAS, Wild Goose is a corporation organized and existing under the laws of the State of Utah, its Articles of Incorporation and Amendments having been filed in the office of the Secretary of State of Utah on October 28, 1993;

WHEREAS, the total number of shares of common stock which Wild Goose has authority to issue is one million (1,000,000), of which common stock 10, 836 shares are now issued and outstanding;

WHEREAS, the respective boards of directors of Carson and Wild Goose have approved and adopted this Agreement of Merger and deem it advisable that Wild Goose be merged with and into Carson pursuant to this Agreement of Merger and the applicable laws of the State of North Carolina and the State of Utah for purposes of corporate simplification and reduction of expenses; and

WHEREAS, Cinar Education Inc., the sole stockholder of each of the constituent corporations, has consented to the proposed merger of Wild Goose with and into Carson;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, Carson and Wild Goose, by their respective boards of directors, have agreed and do hereby agree, each with the other as follows:

Article I

Wild Goose and Carson shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of North Carolina and the State of Utah, by Wild Goose merging into Carson, which shall be the surviving corporation.

Article II

Upon the merger becoming effective as provided in the applicable laws of the State of North Carolina and the State of Utah (the time when the merger shall become so effective being sometimes hereinafter referred to as the "effective date of the merger"):

1. The two constituent corporations shall be a single corporation, which shall be Carson as the surviving corporation, and the separate existence of Wild Goose shall cease, except to the extent provided by the laws of the State of Utah in the case of a corporation after its merger into another corporation;

2. Carson shall thereupon and thereafter possess all the rights, privileges, powers and franchises, as well of a public as of a private nature, of each of the constituent corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the constituent corporations, shall be taken and deemed to be vested in the surviving corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the constituent corporation shall not revert or be in any way impaired by reason of the merger;

3. Carson shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent corporations; and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the merger had not taken place, or the surviving corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the constituent corporations shall be impaired by the merger;

4. The aggregate amount of the net assets of the constituent corporations that was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the surviving corporation;

5. The bylaws of Carson as existing and constituted immediately prior to the effective date of the merger shall be and constitute the bylaws of the surviving corporation; and

6. The board of directors, and the members thereof, and the officers of Carson immediately prior to the effective date of the merger shall be and constitute the board of directors, and the members thereof, and the officers of the surviving corporation.

Article III

The Articles of Incorporation of Carson shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation, as heretofore amended and as in effect on the effective date of the merger, shall continue in full force and effect and shall constitute the Articles of Incorporation of the surviving corporation until further amended in the manner provided by law.

Article IV

On the effective date of the merger, all shares of Wild Goose shall be cancelled, and the shares of Carson shall thereafter constitute the shares of the corporation that shall survive the merger.

Article V

Carson, as the surviving corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

Article VI

If at any time the surviving corporation shall be considered or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of Wild Goose, the proper officers and directors of Wild Goose shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the surviving corporation, and otherwise carry out the purposes of this Agreement of Merger.

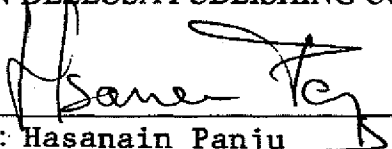
Article VII

This Agreement of Merger shall take effect, and be deemed and be taken to be the Agreement of Merger of the constituent corporations upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statutes of the State of North Carolina and of the State of Utah, as heretofore amended and supplemented.

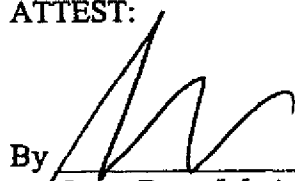
Anything herein or elsewhere to the contrary notwithstanding, this Agreement of Merger may be abandoned by the mutual consent of the constituent corporations evidenced by the appropriate resolutions of their respective boards of directors at any time prior to the effective date of the merger.

IN WITNESS WHEREOF, Carson and Wild Goose, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Agreement of Merger to be executed and attested by the respective officers of each party hereto set forth below.

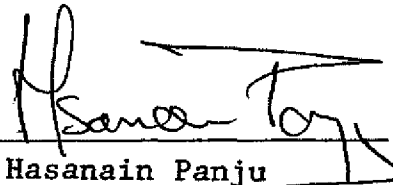
CARSON-DELLOSA PUBLISHING COMPANY, INC.

By 
Name: Hasanain Panju
Title: Chief Executive Officer


ATTEST:

By 
Name: Ronald A. Weinberg
Title: Chairman and Secretary

THE WILD GOOSE COMPANY

By 
Name: Hasanain Panju
Title: Chief Executive Officer

ATTEST:

By 
Name: Ronald A. Weinberg
Title: Chairman and Secretary

TRADEMARK

REEL: 003698 FRAME: 0685

I, Ronald A. Weinberg, Chairman of Carson-Dellosa Publishing Company, Inc., a corporation organized and existing under the laws of the State of North Carolina ("Carson"), hereby certify, as such Chairman, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of Carson and having been signed on behalf of The Wild Goose Company, a corporation of the State of Utah, was duly adopted pursuant to Section 55-11-07 of the General Statutes of North Carolina by the unanimous written consent of the sole stockholder of Carson, which Agreement of Merger was thereby adopted as the act of stockholders of Carson and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 8th day of January, 1999.

By: 

Name: Ronald A. Weinberg

Title: Chairman

TRADEMARK

REEL: 003698 FRAME: 0686

I, Ronald A. Weinberg, Chairman, of The Wild Goose Company, a corporation organized and existing under the laws of the State Utah ("Wild Goose"), hereby certify, as such Chairman, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of Wild Goose and having been signed on behalf of Carson-Dellosa Publishing Company, Inc., a corporation of the State of North Carolina, was duly adopted pursuant to Section 16-10a-1107 of the Business Corporation Act of the State of Utah by the unanimous written consent of the sole shareholder of Wild Goose, which Agreement of Merger was thereby adopted as the act of shareholders of Wild Goose and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 8th day of January, 1999.

By: 

Name: Ronald A. Weinberg

Title: Chairman

TRADEMARK

REEL: 003698 FRAME: 0687

Co # 217405
176106

STATE OF NORTH CAROLINA



Department of The
Secretary of State

RECEIVED

FEB 01 1999

Utah Div. of Corp.
& Comm. Code



To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

THE WILD GOOSE COMPANY Co # 176106
INTO Co # 217405
CARSON-DELLOSA PUBLISHING COMPANY, INC.

the original of which is now on file and a matter of record in this office.

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the 2nd day of February 1999 in the office of this Division and hereby issue this Certificate thereof.

Examiner POS Date 2/2/99



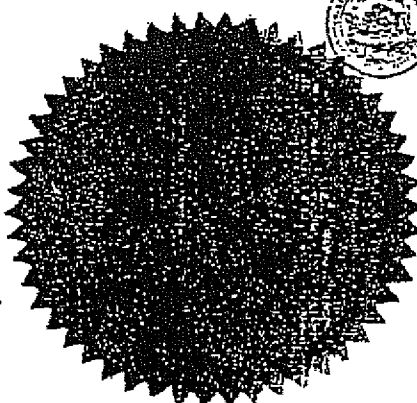
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd of February, 1999.

EXPEDITE

Elaine F. Marshall

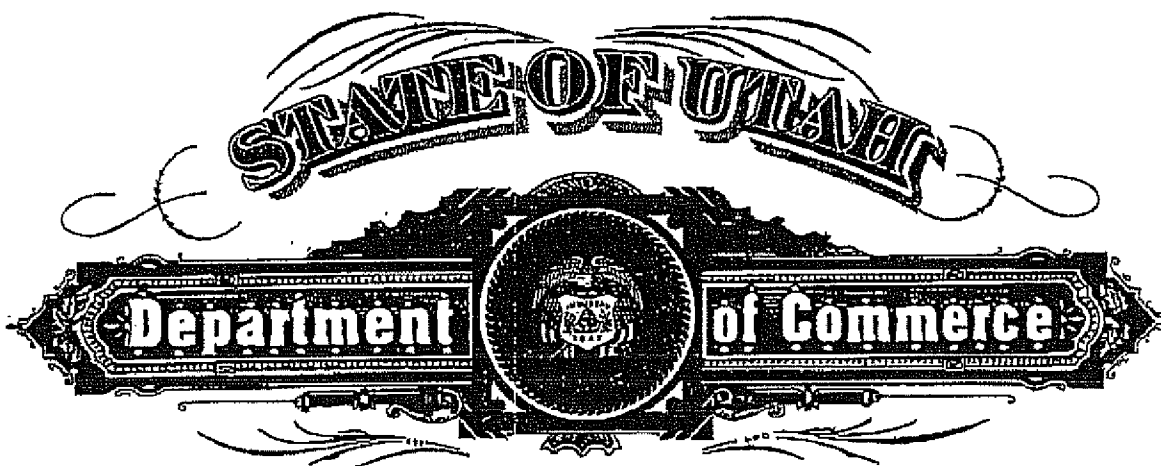
Secretary of State

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TRADEMARK

REEL: 003698 FRAME: 0688



**CERTIFIED COPY
OF ARTICLES OF MERGER**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT THE ATTACHED is a true, correct, and complete copy of the Articles of Merger filed with this office on FEBRUARY 1, 1999 merging THE WILD GOOS COMPANY, a corporation of the state of UTAH, into CARSON-DELLOSA PUBLISHING COMPANY, INC., the surviving corporation which is of the state of NORTH CAROLINA,

AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: CO 217405



Dated this 3RD day
of February, 1999

[Handwritten Signature]

Lorena P. Rizzo
Division Director of

TRADEMARK