

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quantum Creatures Studios, Inc.		03/28/2007	CORPORATION: MICHIGAN
RECEIVING PARTY DATA			
Name:	Quantum Learning Technologies, Inc.		
Street Address:	11677 West Lane		
City:	Whitmore Lake		
State/Country:	MICHIGAN		
Postal Code:	48189		
Entity Type:	CORPORATION: MICHIGAN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77123214	QUANTUMCREATURES STUDIOS	
CORRESPONDENCE DATA			
Fax Number:	(734)930-2494		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	734-761-3780		
Email:	asujek@bodmanllp.com		
Correspondent Name:	Angela Alvarez Sujek - Bodman LLP		
Address Line 1:	201 S. Division Street, Suite 400		
Address Line 4:	Ann Arbor, MICHIGAN 48104		
ATTORNEY DOCKET NUMBER:	MARTIN FLETCHER		
NAME OF SUBMITTER:	Angela Alvarez Sujek		
Signature:	/Angela Alvarez Sujek/		
Date:	03/28/2008		

OP \$40.00 77123214

Total Attachments: 5

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Michigan Department of Labor & Economic Growth

Filing Endorsement

***This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION
for***

QUANTUM LEARNING TECHNOLOGIES, INC.

ID NUMBER: 00608K

***received by facsimile transmission on March 28, 2007 is hereby endorsed
Filed on March 28, 2007 by the Administrator.***

***The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.***

***In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 28TH day
of March, 2007.***



Andrew G. Metcalfe

, Director

Bureau of Commercial Services

Sent by Facsimile Transmission 07087

**TRADEMARK
REEL: 003748 FRAME: 0285**

BCS/CD-575 (Rev. 12/05)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES		
Date Received	(FOR BUREAU USE ONLY)	
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name	Timothy R. Damschroder - Bodman LLP	
Address	401 East Liberty, Suite 400	
City	State	ZIP Code
Ann Arbor	MI	48104
		EFFECTIVE DATE:

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	Quantum Creatures Studios, Inc.
2. The identification number assigned by the Bureau is:	00608K

3. Article 1 of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: Quantum Learning Technologies, Inc.

Article III of the Articles of Incorporation is hereby amended to read as follows:

See attached Exhibit A.

03/28/2007 3:22PM

BCS/CD-515 (Rev. 12/05)

COMPLETE ONLY ONE OF THE FOLLOWING:

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____,

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ 28th _____ day of _____ March _____, 2007, by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by consents given by electronic transmission in accordance with Section 407(3) if a profit corporation.
- by the board of a profit corporation pursuant to section 611(2).

Profit Corporations and Professional Service Corporations

Signed this 28th day of March, 2007

By Alan Aldworth
(Signature of an authorized officer or agent)

Alan Aldworth, President
(Type or Print Name)

Nonprofit Corporations

Signed this _____ day of _____,

By _____
(Signature President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name)

03/28/2007 3:22PM

EXHIBIT A**Article III
Capital Stock**

3.1 Total Shares; Classes. The total number of shares of capital stock that the Corporation is authorized to issue is 5,000,000, which are divided into two classes as follows:

- (i) 4,000,000 Class A Common Shares (the "*Class A Common Shares*"); and
- (ii) 1,000,000 Class B Common Shares (the "*Class B Common Shares*").

3.2 Rights; Voting. The Class A Common Shares and Class B Common Shares shall have identical rights, preferences, privileges and restrictions (if any), except that the Class B Common Shares shall have no voting rights and the holders of such shares shall not be entitled to receive notice of or to vote at any meetings of the shareholders of the Corporation, and except that the Class B Common Shares are convertible as provided in Section 3.3 below. The Class A Common Shares shall be full voting shares for all purposes.

3.3 Conversion of Class B Common Shares.

3.3.1 Right of Conversion. The Class B Common Shares shall automatically be converted into Class A Common Shares at a ratio of one Class A Common Share for each Class B Common Share upon the date indicated in writing by the Board of Directors of the Corporation in its sole discretion other than that such date must be within thirty (30) days immediately prior to, or within thirty (30) days immediately following, the occurrence of the first of the following events: (i) when the Corporation sells, conveys, or otherwise disposes of all or substantially all of its property or business; (ii) when the Corporation effects any transaction or series of related transactions which results in one or more shareholders who were not shareholders of the Corporation immediately prior to such transaction(s) owning more than fifty percent (50%) of the voting power of the Corporation; (iii) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, covering the offer and sale of the Corporation's common shares in which the aggregate net cash proceeds to the Corporation are at least Twenty Five Million Dollars (\$25,000,000) (after deducting underwriters' discounts and expenses); or (iv) any date designated by the Board of Directors in its sole discretion.

3.3.2 Manner of Conversion. Upon the conversion of Class B Common Shares into Class A Common Shares as described in Section 3.3.1 above, certificates previously representing Class B Common Shares shall at all times thereafter be deemed to constitute Class A Common Shares, and the record holders thereof shall be treated for all purposes as the record holder or holders of such converted Class A Common Shares on that date.

3.3.3 Reservation of Class B Common Shares. The Corporation shall reserve out of its authorized but unissued common shares sufficient Class A Common Shares to permit the conversion of all of the outstanding Class B Common Shares. All Class A Common Shares issued upon conversion of the Class B Common Shares shall be validly issued, fully paid and nonassessable and free and clear of all liens, claims or encumbrances.

3.3.4 Deliveries. As soon as possible after a conversion has been effected (but in any event within sixty (60) business days after the conversion under Section 3.3.1 above), the Corporation will deliver to the converting holder a certificate or certificates, dated as of the date of such notice of conversion, representing the number of Class A Common Shares issuable by reason of such conversion.

3.3.5 Cost. The Corporation will bear all costs related to the conversion of Class B Common Shares and the issuance of certificates for Class A Common Shares upon such conversion, including without limitation any issuance tax in respect thereof.

3.3.6 Books. The Corporation will not close its books against the transfer of Class B Common Shares or Class A Common Shares issued or issuable upon conversion of Class B Common Shares in any manner that interferes with the timely conversion of Class B Common Shares.