

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/19/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Quantum Learning Technologies, Inc.		02/19/2008	CORPORATION: MICHIGAN

**RECEIVING PARTY DATA**

Name:	Quantum Learning Technologies, Inc.
Street Address:	4800 Gullane Drive
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48103
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	77123214	QUANTUMCREATURES STUDIOS

**CORRESPONDENCE DATA**

Fax Number: (734)930-2494  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 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/

OP \$40.00 77123214

Date:

04/15/2008

**Total Attachments: 4**

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# *Michigan Department of Labor & Economic Growth*

## *Filing Endorsement*

*This is to Certify that the CERTIFICATE OF MERGER*

*for*

*QUANTUM LEARNING TECHNOLOGIES, INC.*

*ID NUMBER: 00608K*

*received by facsimile transmission on February 19, 2008 is hereby endorsed*

*Filed on February 19, 2008 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 19TH day of February, 2008.*



*Andrew G. Mitchell*

*, Director*

*Bureau of Commercial Services*

BC/SCD-690h (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

Address 201 S. Division, Suite 400

City Ann Arbor State Michigan Zip Code 48104

EFFECTIVE DATE:  
Expiration date for new assumed names: December 31,  
Expiration date for transferred assumed names appear in Item 6

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 MERGER**  
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Quantum Learning Technologies, Inc. (MI)	00608K
Quantum Learning Technologies, Inc. (DE)	

b. The name of the surviving (new) entity and its identification number is:

Quantum Learning Technologies, Inc. (DE)	
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

4800 Gullane Drive, Ann Arbor, Michigan 48103

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the \_\_\_\_\_ day of \_\_\_\_\_.

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3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
See Exhibit A.			
See Exhibit A.			

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:

See Exhibit A.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:

N/A

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by the majority consent of the incorporators of \_\_\_\_\_ a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of \_\_\_\_\_, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Quantum Learning Technologies, Inc.

By Alan Aldworth  
(Signature of Authorized Officer or Agent)  
Alan Aldworth, President  
(Type or print name)  
Quantum Learning Technologies, Inc.  
(Name of Corporation)

By \_\_\_\_\_  
(Signature of Authorized Officer or Agent)  
\_\_\_\_\_  
(Type or print name)  
\_\_\_\_\_  
(Name of Corporation)

**Exhibit A to Certificate of Merger**

**Section 3. For each constituent stock corporation:**

Name of Corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Quantum Learning Technologies, Inc., a Michigan corporation	2,000,000 shares of common stock	Common	Common
Quantum Learning Technologies, Inc., a Delaware corporation	2,000,000 shares of common stock	Common	Common

The manner and basis of converting shares are as follows:

1. On the effective date of this Certificate of Merger, by virtue of the merger and without any action on the part of the holders thereof, each share of capital stock of Quantum Learning Technologies, Inc., a Michigan corporation, issued and outstanding immediately prior thereto shall be changed and converted into One (1) fully paid and non-assessable share of the capital stock of the same class, par value \$0.001 per share, of Quantum Learning Technologies, Inc., a Delaware corporation (the "*Surviving Corporation*").
2. On the effective date of this Certificate of Merger, by virtue of the merger and without any action on the part of the holder thereof, the One Hundred (100) shares of common stock of the Surviving Corporation issued and outstanding immediately prior thereto shall be canceled.

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