

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Horizon Software Systems, Inc.		01/01/2007	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Global Education Technologies, Inc.
Street Address:	900 Old Roswell Lakes Parkway
Internal Address:	Suite 230
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2807322	EXCENT ONLINE
Registration Number:	2214363	EXCENT

CORRESPONDENCE DATA

Fax Number: (303)659-1051
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: velmore@elmorelaw.com
 Correspondent Name: Van Elmore
 Address Line 1: 600 17th Street
 Address Line 2: Suite 2800 South
 Address Line 4: Denver, COLORADO 80202-5428

NAME OF SUBMITTER:	Van Elmore
Signature:	/Van Elmore/

OP \$65.00 2807322

Date:

09/23/2008

Total Attachments: 9

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STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

Certified Copy

I, Cathy Cox, Secretary of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

GLOBAL EDUCATION TECHNOLOGIES, INC.

Domestic Profit Corporation

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 15th day of June, 2001 its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia. This Certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 9th day of January, 2007

Cathy Cox
Secretary of State

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Cathy Cox**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 01/01/2007. Attached is a true and correct copy of the said filing.

Surviving Entity:

GLOBAL EDUCATION TECHNOLOGIES, INC., a Georgia Profit Corporation

Nonsurviving Entity/Entities:

HORIZON SOFTWARE SYSTEMS, INC., a Georgia Profit Corporation

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on January 1, 2007



Cathy Cox
Secretary of State

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ARTICLES OF MERGER
OF
HORIZON SOFTWARE SYSTEMS, INC.
INTO
GLOBAL EDUCATION TECHNOLOGIES, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic parent business corporation hereinafter named does hereby adopt the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Georgia, is Horizon Software Systems, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Georgia, is Global Education Technologies, Inc.
3. The number of outstanding shares of Horizon Software Systems, Inc. is 1,000, all of which are of one class, and all of which are owned by Global Education Technologies, Inc.
4. The following is the Plan of Merger for merging Horizon Software Systems, Inc. into Global Education Technologies, Inc. as approved by resolution of the Board of Directors of Global Education Technologies, Inc.:
 - a. Global Education Technologies, Inc., which is a business corporation of the State of Georgia and is the owner of all of the outstanding shares of Horizon Software Systems, Inc., which is also a business corporation of the State of Georgia, hereby merges Horizon Software Systems, Inc. into Global Education Technologies, Inc. pursuant to the provisions of the Georgia Business Corporation Code.
 - b. The separate existence of Horizon Software Systems, Inc. shall cease at the time the merger takes effect pursuant to the provisions of the Georgia Business Corporation Code; and Global Education Technologies, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Georgia Business Corporation Code.
 - c. The articles of incorporation of Global Education Technologies, Inc. are not amended in any respect by this Plan of Merger.
 - d. The issued shares of Horizon Software Systems, Inc. shall not be converted or exchanged in

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State of Georgia
Expedite Merger 7 Page(s)



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any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.

e. Each share of Global Education Technologies, Inc. outstanding immediately prior to the time the merger takes effect is to be an identical outstanding or treasury or unissued share of Global Education Technologies, Inc. after the time the merger takes effect.

f. No shares of Global Education Technologies, Inc. and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

g. The Board of Directors and the proper officers of Global Education Technologies, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

5. Global Education Technologies, Inc. in its capacity as the holder of all of the outstanding shares of Horizon Software Systems, Inc. waived the mailing of a copy of the Plan of Merger to Global Education Technologies, Inc. otherwise provided for under the provisions of Section 14-2-1104 of the Georgia Business Corporation Code.

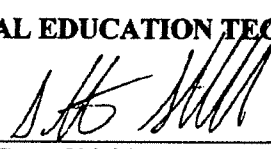
6. Shareholder approval was not required.

7. This Article constitutes an undertaking by the corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

8. The merger herein provided for shall take effect at 9 a.m. on January 1, 2007.

Dated: December 13, 2006

GLOBAL EDUCATION TECHNOLOGIES, INC.

By: 
Name: Scott Shickler
Title: Chief Executive Officer

SECRETARY OF STATE
2006 DEC 29 P 1:29
CORPORATIONS DIVISION

AGREEMENT AND PLAN OF MERGER

Horizon Software Systems, Inc. a Georgia corporation, and Global Education Technologies, Inc., a Georgia corporation enter into this Agreement and Plan of Merger on this 13 day of December, 2006.

RECITAL

The Board of Directors of Global Education Technologies, Inc. ("GET") deems it advisable and in the best interest of said corporations and its shareholders that Horizon Software Systems, Inc. ("Horizon") merge with and into GET.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Horizon shall be merged into GET in accordance with the applicable provisions of the Georgia Business Corporation Code, as amended (the "GBCC") and upon the following terms and conditions:

TERMS

1. **Merger.** In accordance with the laws and applicable provisions of the laws of the State of Georgia, Horizon shall merge into and become a part of GET ("Surviving Entity"). On January 1, 2007, the effective date of the Merger, the separate corporate existence of Horizon shall cease.

2. **Changes to Articles.** The articles of incorporation of GET are not amended in any respect by this Plan of Merger.

3. **Representations and Warranties.**

(a) Horizon represents and warrants as follows:

(1) Organization and Good Standing. Horizon is a corporation duly organized, validly existing and in good standing under the laws of Georgia and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by Horizon have been duly and validly authorized and approved by all necessary corporate action.

(b) GET represents and warrants as follows:

(1) Organization and Good Standing. GET is a corporation duly organized, validly existing and in good standing under the laws of Georgia and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by GET have been duly and validly authorized and approved by all necessary corporate action.

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4. **Effects of Merger.** The Merger shall have the effect provided therefor by Georgia law. As of the effective date of the Merger, GET shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Horizon; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Horizon, shall be deemed to be transferred to and vested in GET without further act or deed, and the title to any property or any interest therein, vested in Horizon, shall not revert to or be in any way impaired by reason of the Merger.

GET shall be responsible and liable for all the liabilities and obligations of Horizon; and any claims existing by or against Horizon may be prosecuted to judgment as if the Merger had not occurred, or GET may be substituted in the place of Horizon. The rights of any creditors of Horizon shall not be impaired by the Merger. GET shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Horizon

5. **Share Conversion.** The issued shares of Horizon Software Systems, Inc. shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.

6. **Further Assurances.** If at any time GET shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in GET the title to any property or rights of Horizon or to otherwise carry out the provisions hereof, the proper officers and directors of Horizon, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in GET and to otherwise carry out the provisions hereof.

7. **Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger with the State of Georgia, Office of the Secretary of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

8. **Approval of Board of Directors.** This Agreement and Plan of Merger has been approved by, and the execution and delivery thereof authorized by the Board of Directors of GET. No additional approvals are required by Georgia law.

9. **Costs.** All costs in connection with this Agreement and Plan of Merger will be paid by GET.

10. **Procedure.** Each party will in a timely manner follow the procedures provided by Georgia law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Agreement and Plan of Merger and the transactions contemplated hereby.

11. **Effective Date.** The Agreement and Plan of Merger shall take effect at 9 a.m. on January 1, 2007.


HORIZON SOFTWARE SYSTEMS, INC.,
a Georgia corporation

By: 

Name: Robert F. Read

Title: Chief Executive Officer

GLOBAL EDUCATION TECHNOLOGIES,
INC., a Georgia corporation

By: 

Name: Scott Shickler

Title: Chief Executive Officer

**RESOLUTION OF DIRECTORS
OF GLOBAL EDUCATION TECHNOLOGIES, INC.**

(In Lieu of Meeting)

The undersigned, being all the members of the Board of Directors of GLOBAL EDUCATION TECHNOLOGIES, INC., a corporation organized and existing under the laws of the State of Georgia (the "GET"), pursuant to the provisions of Georgia Business Corporation Act (the "GBCA"), and in lieu of holding a meeting of such Board of Directors (the "Board") do hereby agree and consent that when the members of the Board have signed this consent, the resolutions set forth below, and each of them, shall be deemed to have been approved and adopted to the same extent and to have the same force and effect as if approved and adopted at a meeting of the Board of GET, duly called, convened and held for the purpose of acting upon such resolutions. The following resolutions are hereby approved and adopted:

Approval of the Merger.

WHEREAS, the directors of GET have reviewed the terms and provisions of the Agreement and Plan of Merger dated December 13, 2006 and effective January 1, 2007 (the "Plan of Merger") pursuant to which the Horizon Software Systems, Inc., a wholly-owned subsidiary of GET ("Horizon") will merge with and into GET (the "Merger"); and

WHEREAS, the Board deems the Merger and the Plan of Merger to be advisable and in the best interests of Horizon, GET and its shareholder, and desire to have the Articles of Merger (the "Articles of Merger") filed with the Departments of State of the State of Georgia along with the Plan of Merger; and

NOW, THEREFORE, BE IT RESOLVED, that the Board has reviewed the terms and provisions of the Plan of Merger, believe that the Plan of Merger, the Articles of Merger and the Merger as set forth therein, are advisable and in the best interests of the Horizon, GET and its shareholders; and

RESOLVED FURTHER, that the form, terms and provisions of the Plan of Merger and the Articles of Merger are hereby approved in all respects; and that the Articles of Merger be, and hereby are, adopted to effect and reflect the Plan of Merger in accordance with the provisions of the GBCA; and

RESOLVED FURTHER, that the officers of GET be, and each of them hereby is, authorized, empowered and directed in the name and on behalf of GET to enter into, execute and deliver the Plan of Merger in substantially the form hereby approved; and

RESOLVED FURTHER, that the officers of GET be, and each of them hereby is, authorized, empowered and directed to execute and deliver such other and further documents, agreements, certificates or instruments in the form required by law, and to take all steps and perform all such acts and things as may appear in his or her discretion to be necessary or advisable to effectuate and consummate the Plan of Merger and all transactions contemplated therein, according to the terms and provisions thereof and as may be required by law; and

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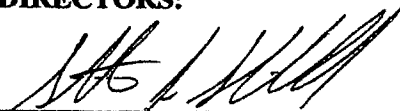
RESOLVED FURTHER, that the officers of GET be, and each of them hereby is, authorized, empowered and directed to file the Articles of Merger (after receiving a copy of the Articles of Merger stamped "Filed" by the Departments of State of the State of Georgia) in the permanent corporate minute books of GET Acquisition.

General Ratification and Authorization.

RESOLVED, that in addition to and without limiting the foregoing, the proper officers of GET be, and each of them hereby is, authorized and directed, for and in the name and on behalf of GET, to take, or cause to be taken, such further action, and to execute and deliver and file, or cause to be delivered or filed, all such instruments and documents as he or she may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of the President or the Secretary of GET), and all actions heretofore taken by the directors, officers and agents of GET in connection with the matters addressed or referred to herein be, and they hereby are, approved, ratified and confirmed in all respects as the act and deed of GET.

IN WITNESS WHEREOF, the undersigned, constituting all the members of the Board of Directors of Global Education Technologies, Inc., have executed this written consent to action as of the 13 day of December, 2006.

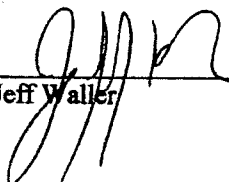
DIRECTORS:



Scott J. Shickler



Robert F. Read



Jeff Waller