

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AIU Educational Heritage, LLC		12/19/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	American Intercontinental University, Inc.
Street Address:	2895 Greenspoint Parkway
Internal Address:	Suite 600
City:	Hoffman Estates
State/Country:	ILLINOIS
Postal Code:	60195
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3094660	GET YOUR DEGREE FAST!
Registration Number:	3068610	SINGULARITY
Registration Number:	2848865	CECORE
Registration Number:	2827270	AIU ONLINE
Registration Number:	3066304	FOURTH DIMENSION LEARNING
Registration Number:	2758726	POINT YOUR CAREER UPWARD
Registration Number:	2827272	AIU
Registration Number:	2827271	AIU ONLINE
Registration Number:	2829416	AIU ONLINE POINT YOUR CAREER UPWARD
Registration Number:	2827273	AIU

CORRESPONDENCE DATA

900142014

**TRADEMARK
 REEL: 004053 FRAME: 0836**

CH \$265.00 3094660

Fax Number: (312)251-5732
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312.368.4000
Email: ch.tm@dlapiper.com
Correspondent Name: DLA Piper LLP (US)
Address Line 1: P.O. Box 64807
Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	357958-000049
NAME OF SUBMITTER:	Keith W. Medansky
Signature:	/Keith Medansky/
Date:	08/27/2009

Total Attachments: 4
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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

CERTIFICATE OF MERGER

I, **Karen C Handel**, 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 12/31/2008. Attached is a true and correct copy of the said filing.

Surviving Entity:

AMERICAN INTERCONTINENTAL UNIVERSITY, INC., a Georgia Profit Corporation

Nonsurviving Entity/Entities:

AIU EDUCATIONAL HERITAGE, LLC, a Delaware Non-Qualifying Entity

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on December 31, 2008



A handwritten signature in cursive script that reads "Karen C Handel".

Karen C Handel
Secretary of State

CERTIFICATE OF MERGER
of
AIU EDUCATIONAL HERITAGE, LLC
into
AMERICAN INTERCONTINENTAL UNIVERSITY, INC.

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code (the "Code").

1. The name, state of organization and type of each constituent entity which is to merge is:

<u>Name</u>	<u>State of Organization</u>	<u>Entity Type</u>
American InterContinental University, Inc.	Georgia	corporation
AIU Educational Heritage, LLC	Delaware	limited liability company

2. The effective date of the merger is December 31, 2008.
3. The name of the surviving entity is American InterContinental University, Inc. The surviving entity is a Georgia corporation.
4. An Agreement and Plan of Merger was authorized and duly approved (1) by the board of directors of American InterContinental University, Inc. in accordance with the Code, and (2) by the sole members and managers of AIU Educational Heritage, LLC in accordance with Delaware law. The Agreement and Plan of Merger was adopted, approved, certified, executed and acknowledged by each of the constituent entities. Pursuant to Section 14-2-1103(h) of the Code, approval by the shareholders of American InterContinental University, Inc. is not required.
5. The address of the registered office and the name of the registered agent at such office for the surviving entity are as follows:
- Corporation Service Company
40 Technology Pkwy south, #300
Norcross, GA 30092
6. The existing Articles of Incorporation and Bylaws of American InterContinental University, Inc., the surviving entity, will not be amended in connection with the merger and will be the organizational documents of the surviving entity after the merger.
7. An executed Agreement and Plan of Merger is on file at the place of business of the surviving entity, which is located at 2895 Greenspoint Parkway, Suite 600, Hoffman Estates, IL 60169.

State of Georgia
Expedite Merger 3 Page(s)



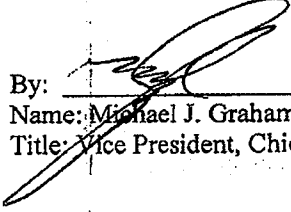
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8. A copy of the Agreement and Plan of Merger will be furnished by the surviving entity, on request and without cost, to any member or stockholder of any entity that is a party to the merger.
9. If the Plan of Merger is amended or abandoned prior to the effective date of the merger, an appropriate statement of change or other document effecting the amendments shall be delivered to the secretary of state for filing.
10. The surviving corporation shall deliver a request for publication of a notice of merger and make payment therefore as required by subsection (b) of Section 14-2-1105.1 of the Code.

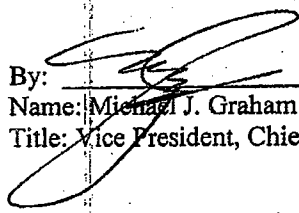
[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Certificate of Merger to be signed by its authorized officer, the 19th day of December, 2008.

**AMERICAN INTERCONTINENTAL
UNIVERSITY, INC.**

By: 
Name: Michael J. Graham
Title: Vice President, Chief Financial Officer

AIU EDUCATIONAL HERITAGE, LLC

By: 
Name: Michael J. Graham
Title: Vice President, Chief Financial Officer

SECRETARY OF STATE
CORPORATIONS DIVISION

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Signature Page to
Certificate of Merger - AIUEH/AIU