

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Correction of Registrant Name	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Education Affiliates Inc.		03/19/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Education Affiliates Inc.		
Street Address:	5024-A Campbell Boulevard		
City:	Baltimore		
State/Country:	MARYLAND		
Postal Code:	21236		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77243694	FORTIS COLLEGE	
CORRESPONDENCE DATA			
Fax Number:	(212)735-2000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 735-2972		
Email:	smarquez@skadden.com		
Correspondent Name:	Bruce Goldner		
Address Line 1:	Four Times Square		
Address Line 2:	Skadden, Arps, Slate, Meagher & Flom LLP		
Address Line 4:	New York, NEW YORK 10036-6522		
ATTORNEY DOCKET NUMBER:	090380/17		
NAME OF SUBMITTER:	Bruce Goldner		
Signature:	/Bruce Goldner/		
Date:	03/19/2010		

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900157594

TRADEMARK
REEL: 004171 FRAME: 0288

Total Attachments: 10

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Owner: Education Affiliates Inc.
Mark: FORTIS COLLEGE
Reg. No.: 3,528,625
Registered: November 4, 2008
Int. Class: 41

**DECLARATION OF ALEX TEITELBAUM
IN SUPPORT OF CORRECTION OF REGISTRANT
NAME IN CERTIFICATE OF REGISTRATION**

Dear Commissioner:

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the above-identified registration, declares:

1. I am the Vice President for Systems and Administration of the above identified Registrant. I am familiar with the Registrant's corporate history, and am properly authorized to execute this document on behalf of the Registrant.

2. The Registrant's name is Education Affiliates Inc. The Registrant adopted Education Affiliates Inc. as its name in 2004, as shown by the Certificate of Incorporation, attached hereto as Exhibit A.

5. The Registrant, when applying to register the above identified Mark, in good faith mistakenly identified itself as Educational Affiliates Inc. Registrant submits that the inclusion of "al" at the end of Education was due to a clerical error.

6. The Registrant requests that the United States Patent and Trademark Office issue a corrected Certificate of Registration identifying the registrant as Education Affiliates Inc.

7. All statements made herein of my own knowledge are true and all statements made on information and belief are believed to be true.

Respectfully submitted,

Education Affiliates Inc.

Date: March 19, 2010

By: 

Name: Alex Teitelbaum

Title: Vice President for Systems and Administration

Exhibit A

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EDUCATION AFFILIATES INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

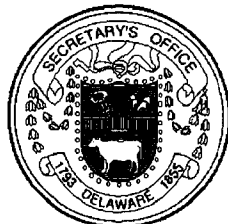
CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2004, AT 4:48 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIRST DAY OF NOVEMBER, A.D. 2004, AT 12:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "EDUCATION AFFILIATES INC."

3854125 8100H

100297699



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7880229

DATE: 03-19-10

TRADEMARK
REEL: 004171 FRAME: 0293

CERTIFICATE OF INCORPORATION
OF
EDUCATION AFFILIATES INC.

FIRST: The name of the Corporation is Education Affiliates Inc. (hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares of Common Stock, each having a par value of one penny (\$.01).

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Lynn T. Buckley	P.O. Box 636 Wilmington, DE 19899

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

390558.01-Wilmington SIA

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:48 PM 09/13/2004
FILED 04:48 PM 09/13/2004
SRV 040661282 - 3854125 FILE

TRADEMARK
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(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

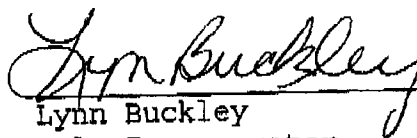
(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no

By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 13th day of September, 2004.



Lynn Buckley
Sole Incorporator

EDUCATION AFFILIATES LLC
450 Lexington Avenue, Suite 3350
New York, New York 10017

September 13, 2004

Secretary of State of Delaware
401 Federal Street
Dover, DE 19901

Dear Sir/Madam:

Education Affiliates LLC, a limited liability company organized under the laws of the State of Delaware, hereby consents to the incorporation of Education Affiliates Inc. in the State of Delaware.

Very truly yours,

EDUCATION AFFILIATES LLC

By 

Name: Stephen J. Budosh
Title: Vice President - Finance

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
EDUCATION AFFILIATES INC.

BEFORE BEGINNING BUSINESS

Pursuant to Section 241 of the General
Corporation Law of the State of Delaware

Stephen J. Budosh, the undersigned officer of Education Affiliates
Inc. (the "Corporation"), does hereby certify as follows:


1. The Corporation has not received payment for any of its stock.
2. Article FOURTH of the Certificate of Incorporation is amended to

read in its entirety as set forth below:

FOURTH: The total number of shares of stock which the
Corporation shall have authority to issue is 2,000,000 shares of
Common Stock, each having a par value of one penny (\$.01).

3. The foregoing amendment was duly adopted by the Board of
Directors in accordance with the provisions of Section 241 of the General Corpora-
tion Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate
of Amendment to be executed this 1st day of November, 2004.



Stephen J. Budosh
Vice-President - Finance,
Secretary and Treasurer